# DEEP HEALTH AI INDIA LIMITED
# (FORMERLY KNOWN AS DEEP DIAMOND INDIA LIMITED)

**NOTICE OF 32ND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF DEEP HEALTH AI INDIA LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026, AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCE MODE ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY.**

**ORDINARY BUSINESS:**

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

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

3. To re-appoint Mr. Narayan Singh Rathore (DIN: 10900646) as a Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

4. To Consider and Recommend the appointment of M/s Vimal C Surana & Co., Chartered Accountants as the Statutory Auditor of the Company for a term of five (5) consecutive years.

   "**RESOLVED THAT** pursuant to the provisions of Sections 139(1), 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s Vimal C Surana & Co., Chartered Accountants (FRN:015888C & Peer Review No.: 023318) , be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused due to the completion of tenure of M/s VRSK & Co. LLP Chartered Accountants, and to hold office for the consecutive term of five (5) years with effect from the date of the Annual General meeting held for the financial year 2026-2027 till the conclusion of the Annual General Meeting to be held for the financial year 2031-2032 at such remuneration, in addition to applicable taxes and reimbursement of out-of pocket expenses, as provided in the explanatory statement which would be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

   **RESOLVED FURTHER THAT,** Narayan Singh Rathore, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution."

**SPECIAL BUSINESS:**

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

5. To consider and approve appointment Mr. Virendra Choubisa: (DIN: 11923125) as a Non-executive Independent Director on the Board of Directors of Company.

   **"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modifications or re-enactments), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, Regulations 16(1)(b), 17(1C), 25, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee after evaluating his skills, experience, and expertise, Mr. Virendra Choubisa: (DIN: 11923125), who was appointed as an Additional Director, designated as Non-Executive Independent Director pursuant to Section 161(1) of the Act and Articles of Association of the Company with effect from September 03, 2026 and who meets the criteria of independence under Section 149(6) of the Act be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years from September 03, 2026 to September 02 , 2031.

   **RESOLVED FURTHER THAT,** Mr. Virendra Choubisa: (DIN: 11923125) may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meeting of the Board and/or Committees thereof and profit related commission, if any, within the limits prescribed under Section 197 of the Companies Act 2013 and as may be determined by the Board from time to time.

   **RESOLVED FURTHER THAT** Mr Narayan Singh Rathore, Managing Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and approve the revision in remuneration of Mr. Narayan Singh Rathore (DIN: 10900646), Managing Director of the Company.

   **"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder further read with Schedule V of the Act and SEBI (Listing Obligations &

Disclosure Requirements) Regulations, 2015; any statutory modification(s) or re-enactment thereof for the time being in force, and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the revision in the remuneration payable to Mr. Narayan Singh Rathore (DIN: 10900646), Chairman and Managing Director of the Company, with effect from April 1, 2026, for a period of three years, i.e., up to March 31, 2029, as set out in Schedule V to the Companies Act, 2013 as stated below:

**Remuneration:** A sum not exceeding Rs.16,80,000/- (Sixteen Lakhs Eighty Thousand Only) per annum or by whatever name called paid on monthly basis Rs. 1,40,000/- p.m. within the aforesaid overall ceiling of remuneration excluding any other payment as may be received from any other agreement or arrangement.

**RESOLVED FURTHER THAT,** in the event of absence or inadequacy of profits in any financial year during the above-mentioned period, the aforesaid remuneration shall be treated as minimum remuneration and shall be payable to Mr. Narayan Singh Rathore in accordance with Part II of Schedule V of the Companies Act, 2013, and other applicable provisions, if any.

**RESOLVED FURTHER THAT,** Save and except for the aforesaid revision in salary payable to Mr. Narayan Singh Rathore, all other terms and conditions relating to his appointment, including other components of remuneration, as approved by the Members at the 31st Annual General Meeting shall remain unchanged and continue to be in full force and effect.

**RESOLVED FURTHER THAT** All or any of the Directors and Company Secretary of the Company be and are hereby authorised jointly or severally, to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution, including seeking necessary approvals and filing required e-forms with the Registrar of Companies.

**For and on behalf of the**
**DEEP HEALTH AI INDIA LIMITED**
**(Formerly known as Deep Diamond India Limited)**

**SD/-**
**NARAYAN SINGH RATHORE**
**DIN**: 10900646
**ADDRESS**: 506-509 fifth floor, Apeksha, plot no. 256, Main Road,
Hiran Magri, Sector 11, Udaipur, Rajasthan (313001)
**DATE:** September 7, 2026

**REGISTERED OFFICE**:
506-509 fifth floor, Apeksha, plot no. 256, Main Road, Hiran Magri,

Sector 11, Udaipur, Rajasthan (313001) Tel: 0294-3569097
**CIN**: L24100RJ1994PLC112895
**E-mail**: deephealthaiindia@gmail.com

**Place:** Udaipur
**Date**: September 7, 2026

**Notes**:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020; No.17/2020 dated April 13, 2020; No.20/2020 dated May 5, 2020; No. 02/2021 dated January 13, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 5, 2022; No. 10/2022 dated December 28, 2022; No.09/2023 dated September 25, 2023; and No. 09/2024 dated September 19, 2024; and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 32nd Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India (SEBI), vide its Circular SEBI/HO/CFDICMD2/CIRIP/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and June 05, 2025 (collectively referred to as "SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 32nd AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2026**,** at 11:30 A.M. (IST).

2. For the purpose of the Companies Act, 2013 ("Act"), the proceedings of the meeting shall be deemed to take place at the registered office of the Company situated at 506-509 fifth floor, Apeksha, plot no. 256, Main Road, Hiran Magri, Sector 11, Udaipur, Rajasthan (313001).

3. Details of the directors seeking re-appointment under item no.03 aforesaid pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India are annexed hereto.

4. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is Tel: 0294-3569097

**Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members**

**will not be available for this AGM and hence, the proxy form, attendance slip, and route map of AGM are not annexed to this notice.**

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members can raise questions during the meeting if they have registered themselves as a speaker or in advance at deephealthaiindia@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

7. Institutional / Corporate Shareholders (i.e., other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to deephealthaiindia@gmail.com

8. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

9. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members will not be available for this AGM and hence, the proxy form, attendance slip, and route map of AGM are not annexed to this notice.

10. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY 2025-26 in electronic form only to those Members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY 2025-26 only to those Members who specifically request for the same at deephealthaiindia@gmail.com mentioning their Folio No/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY 2025-26 have been uploaded on the

website of the Company and may also be accessed from the relevant section on the websites of BSE Limited. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

13. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

    Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialized form.

    In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

**Registration of Email Id:**

a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, login details for e-voting are being sent on the registered email address.

b) In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or has not updated the Bank Account mandate, the following instructions are to be followed:

i. Kindly login to the website of the RTA, namely, M/s Link Intime India Pvt Ltd, fill in the details and upload the required documents and submit. OR

ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the Demat account as per the process followed and advised by the DP.

Alternatively, Members may send an e-mail request to the email id: deephealthaiindia@gmail.com along with a scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy, and Client Master copy in case of the electronic folio and copy of the share certificate in the case of the physical folio.

14. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company through an email on deephealthaiindia@gmail.com.

15. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and several speakers depending upon the availability of time, for the smooth conduct of the AGM. The Company has also provided the facility to the Members to ask questions to the panellist via active chat board during the AGM and the same would be responded to by the Company appropriately.

16. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.

17. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by M/s MUFG Intime India Private Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.

18. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e., M/s MUFG Intime India Private Limited quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in

the Dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (DP), and holdings should be verified from time to time.

20. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's RTAs website. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

21. Pursuant to MCA Circulars, a designated email address i.e., has been created by the company so that the Members can convey their vote when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.

22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at the Annual General Meeting of the Company by electronic means through E-voting facility provided by NSDL.

23. **Mr. Ronak Jhuthawat of M/s. Ronak Jhuthawat & Co**, Practising Company Secretaries have been appointed as the **Scrutinizer to scrutinize the e-voting process** in a fair and transparent manner. The Scrutinizer shall immediately from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.

24. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at and on the website of the company www.deephealthaiindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing and communicated to BSE.

25. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, as amended from time to time, and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI has prescribed norms for furnishing PAN, KYC details and nomination by holders of physical securities.

The forms for updating of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on the website of the Company's RTA at https://liiplweb.linkintime.co.in/KYC-downloads.html

In view of the above, we urge Members holding shares in physical form to submit the requisite forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above-mentioned SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their respective DPs.

26. **Voting through electronic means:**

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, , and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Company is providing the facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM.The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

The voting period begins **on Sunday, September 27, 2026, 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026, 05:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the **cut-off date i.e., Wednesday, September 23, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the applicable provisions of SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, listed entities are required to provide remote e-voting facility to their shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to **all the Demat account holders**, **by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-the voting process.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

2. **Pursuant to MCA General Circular No. 03/2025 dated September 22, 2025, read with the applicable circulars issued by the Ministry of Corporate Affairs in this regard, the facility to appoint a proxy to attend and cast votes for the Members is not available for this AGM being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.**

   The Notice calling the AGM has been uploaded on the website of the Company at www.deephealthaiindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at https://www.bseindia.com/. The AGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

27. Members who have already cast their vote by remote e-Voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

28. Members of the Company holding shares either in physical form or electronic form, **as on the cut-off date of Wednesday September 23, 2026,** may cast their vote by remote e-Voting. The remote e-Voting period commences on Sunday **September 27, 2026, 09:00**

**A.M. (IST) and ends on** Tuesday **September 29, 2026, 05:00 P.M. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday September 23, 2026.**

29. **<u>The instructions for shareholders for e-voting and joining virtual meetings are as under:</u>**

The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Annual General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

*<u>Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their registered email ID, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email ID at deephealthaiindia@gmail.com before 3:00 p.m. (IST) on</u>* ***<u>Wednesday, September 23, 2026.</u>***

*Queries that remain unanswered at the AGM, will be appropriately responded by the Company at the earliest post the conclusion of the AGM.*

*Members who would like to express their **views/ ask questions as a Speaker** at the AGM may preregister themselves **by sending a request** from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to deephealthaiindia@gmail.com **between Thursday, September 24, 2026(9:00 a.m. IST) and Tuesday, September 29, 2026(5:00 p.m. IST)**. Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.*

Any person holding shares in physical form and nonindividual shareholders, who acquire shares and become Members of the Company after the Notice is sent through e-mail and holding shares as of the **cut-of date i.e., Wednesday September 23, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on http://www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding **shares as of the cut-off date i.e., Wednesday September 23, 2026**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system. Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the AGM Notice.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the applicable circulars issued by the Ministry of Corporate Affairs in this regard, including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 03/2025 dated September 22, 2025, the Company is providing the facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular mentioned aforesaid.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Sunday, September 27, 2026, 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026, 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 23, 2026.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting |

| | |
|---|---|
| | your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|---|
| | **NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my Easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meetings for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical** | **Your User ID is:** |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br><br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhijeet Gunjal, Deputy Manager at evoting@nsdl.co.in

**Process for those shareholders whose Email IDs are not registered with the depositories for procuring user id and password and registration of Email IDs for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to deephealthaiindia@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to deephealthaiindia@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at deephealthaiindia@gmail.com. The same will be replied by the company suitably.

6. If any shareholder wishes to register himself / herself as the speaker in the AGM, he or she is requested to send an email to the Company at deephealthaiindia@gmail.com or to NSDL at https://www.evoting.nsdl.com/.

## EXPLANATORY STATEMENT

***[Pursuant to Section 102 of the Companies Act, 2013]***

***Item No.04:***

***To Consider and Recommend the appointment of M/s Vimal C Surana & Co., Chartered Accountants as the Statutory Auditor of the Company for a term of five (5) consecutive years.***

M/s VRSK & Co. LLP, Chartered Accountants, Firm Registration No. 111426W, are the existing Statutory Auditors of the Company and were re-appointed for the further term of five consecutive years in the Annual General Meeting held for the Financial Year 2020-21 dated September 29, 2021, under the applicable provisions of the Companies Act, 2013. Their term of office in the Company will expire at the conclusion of the **32nd Annual General Meeting** of the Company.

Consequent to the completion of the tenure of the existing Statutory Auditors, the Company is required to appoint Statutory Auditors for the ensuing term in accordance with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder subject to approval of the Members at an Annual General Meeting.

Accordingly, the Audit Committee, after considering the relevant factors and evaluating the suitability of the proposed auditor, recommended to the Board of Directors the appointment of **M/s Vimal C Surana & Co., Chartered Accountants (Firm Registration No. 015888C)** as the Statutory Auditors of the Company. The Audit Committee, inter alia, considered the professional expertise, experience, technical capabilities, resources and overall suitability of the firm for undertaking the statutory audit of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on September 03, 2026, considered and approved the proposal for appointment of **M/s Vimal C Surana & Co., Chartered Accountants (Firm Registration No. 015888C)** as the Statutory Auditors of the Company, subject to the approval of the Members in this Annual General Meeting.

The Board of Directors recommends the appointment of M/s Vimal C Surana & Co Chartered Accountants, for a term of five (5) consecutive years, commencing from the Annual General meeting held for the financial year 2026-2027 till the conclusion of the Annual General Meeting to be held for the financial year 2031-2032 of the Company, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors and based on the recommendation of the Audit Committee, in addition to applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit.

The proposed Statutory Auditors have also confirmed that they satisfy the eligibility criteria prescribed under **Section 141 of the Companies Act, 2013**, and that they are not disqualified from being appointed as the Statutory Auditors of the Company. They have further confirmed that their appointment, if approved by the Members, shall be within the limits prescribed under the applicable provisions of the Act and that they meet the applicable criteria relating to independence and eligibility for such appointment.

The terms of appointment include quarterly audit of standalone and consolidated financial results and annual audit of standalone and consolidated financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act and SEBI. M/s Vimal C Surana & Co., Chartered Accountants (Firm Registration No. 015888C) will be paid an annual fee of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts. The power may be granted to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

There has been an upward revision in the remuneration proposed to be paid to the proposed Auditors as compared to the fees paid to the outgoing Auditors. The revised fee structure has been determined after considering the enhanced scope of work, professional expertise required, and prevailing industry benchmarks, and is considered to be commensurate with the standards followed within the industry.

Accordingly, the consent of the shareholders is sought for the appointment of M/s Vimal C Surana & Co, Chartered Accountants (Firm Registration No. 015888C), as the Statutory Auditors of the Company for the aforesaid term and on such remuneration as may be determined in accordance with the provisions of the Act.

The Board of Directors, based on the recommendation of the Audit Committee, is of the opinion that the appointment of M/s Vimal C Surana & Co. Chartered Accountants, would be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 04 of the accompanying Notice for approval of the Members.

**Disclosure as required pursuant to terms of regulation 36(5) of SEBI Listing Regulations:**

| **Particulars** | **Details** |
|---|---|
| **Terms of appointment of the Statutory Auditors** | The terms and conditions of Vimal C Surana & Co., Chartered Accountants appointment include a tenure of five consecutive years, commencing from the Financial Year 2026-27 until the conclusion of the Annual General Meeting of the Company which will be held in the Financial Year 2031-32. |
| **Proposed fees payable to the Statutory Auditors** | The fixed remuneration and other permissible services set at Rs. 1,80,000 /- (Rupees One Lakh Forty thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. It is noteworthy that there is no material change in the proposed fee payable to M/s Vimal C Surana & Co., Chartered Accountants and hence the requirement for disclosure of rationale for change in proposed fee payable is not applicable. Further, the proposed fee is determined based on the scope of work, team size, industry experience, and the time and expertise required to conduct the audit effectively. |
| **Basis of recommendation and auditor credentials** | The recommendation for appointment of M/s Vimal C Surana & Co., Board of Directors and the Audit Committee, at their respective meetings held on September 03, 2026, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s Vimal C Surana & Co., Chartered Accountants suitable for this appointment and accordingly, recommended the same. |

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

***Item No.05:***

***To consider and approve appointment Mr. Virendra Choubisa: (DIN: 11923125) as an Additional Non-executive Independent Director on the Board of Directors of Company.***

The Nomination and Remuneration Committee (NRC), after assessing the skills, experience, and expertise of Mr. Virendra Choubisa: (DIN: 11923125) and his potential contributions to the Board, and in accordance with the provisions of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, recommended his appointment as a Non-Executive Independent Director of the Company. Based on the recommendation of NRC, the Board of Directors, at its meeting held on September 03, 2026, approved the appointment of Mr. Virendra Choubisa: (DIN: 11923125) as an Additional Director, designated as Non-Executive Independent Director not liable to retire by rotation. The Board of Directors also approved the term of office of Mr. Virendra Choubisa as Non-Executive Independent Director will be for a period of 5 (five) consecutive years from September 03, 2026, to September 02, 2031, subject to the approval of members of the Company. The Company has received the consent from Mr. Virendra Choubisa to act as a Director and has also received all requisite statutory disclosures and declarations from him, including confirmations that he meets the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, and he is not disqualified from being appointed as a Director under Section 164 of the Act. Further he has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. In the opinion of the NRC and Board Mr. Virendra Choubisa fulfils the conditions for appointment as an Independent Director as per the Act and the Listing Regulations and he is independent of management and possesses the necessary skills, experience, knowledge, and capabilities required for the role. Further Mr. Virendra Choubisa is a 'fit and proper person' to hold the said office. He shall be entitled to remuneration by way of sitting fees for attending Board and Committee meetings, reimbursement of expenses for participation in meetings, and profit-related commission, if any, within the limits prescribed under Section 197 of the Act and as may be determined by the Nomination and Remuneration Committee and the Board from time to time.

**Brief Profile of Mr. Virendra Choubisa:** He holds a Bachelor of Arts degree from Mohanlal Sukhadia University, Udaipur, with History and Sanskrit as his major subjects, awarded in 1998. He possesses professional expertise in Finance and has extensive experience in the field of Accounting. He has over 15 years of professional experience in the education sector, with his work involving teaching and academic responsibilities.

Mr. Choubisa was associated with Abhinav School as a Teacher from July 2009 to December 2023, where his area of work was primarily related to Accounting. Since July 2025, he has been associated with Happy Home School as a Teacher, where he is presently engaged in teaching History and Accounting. His academic background in History and Sanskrit, coupled with his professional experience in Finance, Accounting and teaching, provides him with a diverse understanding of financial and academic matters.

## DEEP HEALTH AI INDIA LIMITED
## (FORMERLY KNOWN AS DEEP DIAMOND INDIA LIMITED)

**Disclosure Under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below**

| | |
|---|---|
| **Name of the Director** | Mr. Virendra Choubisa |
| **Age** | 53 Years |
| **DIN** | 11923125 |
| **Date of Birth** | 05-05-1973 |
| **Date of Appointment** | 03-09-2026 |
| **Date of first appointment on the Board** | 03-09-2026 |
| **Date of appointment at current designation** | 03-09-2026 |
| **Category** | Additional Non-executive Independent Director |
| **Qualification** | Bachelor of Arts (B.A.) from Mohanlal Sukhadia University, Udaipur (1998). |
| **Nature of expertise in specific functional areas and Experience** | 1. Expertise in Finance and Accounting.<br>2. Extensive experience in Accounting and related financial functions.<br>3. Teaching experience in History and Accounting.<br>4. Associated with Abhinav School from July 2009 to December 2023 and Happy Home School since July 2025. |
| **Terms and conditions of appointment/reappointment** | Appointed for a period of five (5) consecutive years, with effect from September 03, 2026, to September 02, 2031, and shall not be liable to retire by rotation, subject to the applicable provisions of law and the Company's policies. |
| **Number of shares held in the Company** | Nil |
| **Remuneration to be paid** | NA |
| **Directorship held in other Companies** | None |

| | |
|---|---|
| **Memberships/ Chairmanships of Committees of other Companies** | None |
| **Relationships between Directors inter-se** | No Relation with Directors and other Key Managerial Personnel of the Company. |
| **Last Drawn Remuneration and No. of Board Meetings attended during the year** | 1 |
| **Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018** | |

***Item No.06***

***<u>To consider and approve the revision in remuneration of Mr. Narayan Singh Rathore (DIN: 10900646), Managing Director of the Company.</u>***

The Members of the Company at its 31st Annual General Meeting held on September 23, 2025, had by way of special resolution, approved the re-appointment of Mr. Narayan Singh Rathore as Managing Director of the Company for a period of five consecutive years commencing from January 19, 2026 up to January 18, 2031 together with the remuneration payable to him.

Mr. Narayan Singh Rathore aged 47 years, is a Commerce Graduate and has significant experience in sales, marketing and administration. He has been associated with the Company since January 18, 2025. Over the last five decades, he has played a pivotal role in the Company's growth and success through his leadership, industry expertise, and strategic vision. He currently serves as the Chairman and Managing Director of the Company

Under his leadership, the Company has achieved significant growth, strengthened its market position He has extensive exposure to all aspects of the Company's business, and under his able leadership, the Company continues to strengthen its capabilities in the administration of the Company. Through a strong focus on innovation, operational excellence, and customer-centric services, the Company is consistently enhancing its value proposition in the industry. He has been instrumental in establishing and strengthening the Company's quality control systems and has significantly contributed to the development and marketing functions. His vast industry knowledge, longstanding experience, and understanding of the Company's operations have been invaluable in driving business expansion, strategic initiatives, and long-term value creation for stakeholders. He provides strategic leadership in the areas of sustainability and investor relations, strengthening the Company's commitment to responsible growth, transparency and long-term stakeholder value creation.

Considering Mr. Narayan Singh Rathore's significant contributions to the Company's growth the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers it appropriate to increase the upper limit of remuneration payable to him, subject to the approval of the shareholders and such other approvals as may be required under applicable laws.

The Board believes that the proposed increase in the remuneration limit is commensurate with Mr. Narayan Singh Rathore's responsibilities, experience, contribution to the Company, and industry benchmarks, and is in the best interests of the Company and its shareholders.

Based on the recommendation of the Nomination and Remuneration Committee meeting and and the Board of Directors held on September 03, 2026, approved the revision in remuneration payable to Mr. Narayan Singh Rathore with effect from April 01, 2026, subject to the approval of the Members. The Board noted that the existing upper limit of the salary of Rs. 1,40,000/- per month, as approved by the Members, may not be adequate to accommodate the proposed increase in remuneration during the remaining tenure of Mr. Narayan Singh Rathore. Accordingly, approval of the Members is being sought for the enhancement of the maximum monthly salary from Rs. 65000 to Rs. 1,40,000/- with effect from April 01, 2026 for a period of three years, i.e., up to March 31, 2029, as set out in Schedule V to the Companies Act, 2013 as set out in Resolution No. 6 of this Notice.

Accordingly, approval of the Members is sought for revision in remuneration payable to Mr. Narayan Singh Rathore, Chairman and Managing Director of the Company, with effect from April 01, 2026 for a period of three years, i.e., up to March 31, 2029, as set out in Schedule V to the Companies Act, 2013.

Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings forms part of this Notice.

None of the Directors, Key Managerial Personnel, or their respective relatives are financially or otherwise interested in the Resolution under Item No. 06 of the Notice. The Board recommends the Special Resolution under Item No. 06 for approval by the Members.

**Brief resume of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard — II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:**

| | |
|---|---|
| **Name of the Director** | **Mr. Narayan Singh Rathore** |

| | |
|---|---|
| **Director Identification Number ("DIN")** | 10900646 |
| **Category** | Managing Director |
| **Date of Birth** | 08/02/1979 |
| **Nationality** | Indian |
| **Date of First Appointment on the Board** | 18/01/2025 |
| **Relationship with Directors** | None |
| **Qualification** | B. Com |
| **Experience/ Expertise in specific functional area** | Business field |
| **Details of Board Meetings attended by the Director during the year** | The Director has attended 11 meetings in the Financial Year 2025-2026. |
| **Terms and Conditions of Appointment with remuneration** | As per the Resolution and Explanatory Statement |
| **Remuneration last drawn** | 65,000/- |
| **List of Directorships held in other Companies** | None |
| **Membership/Chairmanship of Committees across other Companies.** | The said Director is member of the Audit Committee of Deep Health AI India Limited. |
| **Number of shares held in the Company including shareholdings beneficial owners** | NIL |
| **Skills and capabilities required for the role and the manner in which the proposed person meets such requirements** | He has experience and knowledge of working in the field of business. |
| **Justification for choosing the appointee for appointment as Independent Director** | He has experience and knowledge of working in the field of business. |
| **Rationale for the said agenda being taken in compliance of Regulation 17(11) of the Listing Regulations** | As provided in the explanatory statement for item no. 06 |

**Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:**

1. **General Information**

   a. Nature of industry: The Company is engaged in the business of trading Diamond, Jewellery and Pharma products.

   b. Date or expected date of commencement of commercial production: Not Applicable as Company is not into manufacturing.

   c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

   d. Financial performance based on given indicators:

(in hundreds)

| Particulars | 2025-2026 | 2024-2025 | 2023-2024 |
|---|---|---|---|
| Turnover | 4,25,000.00 | 1,25,909.00 | 2,55,611.00 |
| Other Income | 4,24,023.00 | 74,630.00 | 1,09,109.60 |
| **Total Income** | **8,49,023.00** | **2,00,538.00** | **3,64,720.60** |
| Profit Before Tax | 1,76,242.00 | 1,09,860.00 | 57,686.17 |
| Profit After Tax | 1,29,911.00 | 86,073.00 | 41,883.79 |
| Paid-up Equity Capital | 14,41,500.00 | 4,80,500.00 | 4,80,500.00 |
| Reserve & Surplus | 37,12,326.96 | 17,53,898.00 | 15,61,615.38 |

   e. Foreign investments or collaborations, if any: Not Applicable as the Company has not made or entered into any foreign investments or collaborations.

2. **Information about the appointee:**

| **Narayan Singh Rathore** | |
|---|---|
| Background details | He is a commerce graduate. |
| Past remuneration | Rs. 65,000/- per month. |
| Recognition or awards | - |
| Job profile and his suitability | Mr. Narayan Singh Rathore started his career as Sales Manager with Pyrotech Workspace Solutions Private. Ltd. and have gain more 12 years of experience in sales. |

| | |
|---|---|
| | He also has significant experience in the field of administration. |
| Remuneration proposed | As mentioned in the explanatory statement aforesaid |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, profile, knowledge the skills and responsibilities shouldered by Mr. Narayan Singh Rathore, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies. |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Apart from the remuneration paid to him as Managing Director as stated above, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel. |

3. **Other information:**

a. Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 17 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Narayan Singh Rathore.

b. Steps taken or proposed to be taken for improvement: Series of strategic and operational measures is expected to result in the improvement in the present position. The Company has further strategically planned to address various issues and enhance its profits and has put in place measures to reduce cost and improve the bottom-line.

c. Expected increase in productivity and profits in measurable terms: The Company has been aggressively pursuing and implementing its strategies to improve its financial performance.

**For and on behalf of the**
**DEEP HEALTH AI INDIA LIMITED**
**(Formerly known as Deep Diamond India Limited)**

**SD/-**
**NARAYAN SINGH RATHORE**
**DIN**: 10900646
**ADDRESS**: 506-509 fifth floor, Apeksha, plot no. 256, Main Road,
Hiran Magri, Sector 11, Udaipur, Rajasthan (313001)
**DATE:** September 03, 2026