



# Jupiter Life Line Hospitals Limited

June 22, 2026

To,  
National Stock Exchange of India Ltd  
Exchange Plaza, BKC  
Bandra-Kurla Complex,  
Bandra (East), Mumbai-400 051  
**Symbol: JLHL**

To,  
BSE Limited  
P.J. Towers,  
25<sup>th</sup> Floor, Dalal Street, Fort  
Mumbai 400 001  
**Code: 543980**

**Subject: Notice of the 24<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2025-26.**

Dear Sir/Madam,

Pursuant to the provisions of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 24<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Friday, July 17, 2026 at 11:00 A.M. IST through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”). Please find enclosed the copy of the Notice of 24<sup>th</sup> AGM for the Financial Year 2025-26 of the Company.

The Notice of the 24<sup>th</sup> AGM is also being uploaded on the website of the Company at [www.jupiterhospital.com](http://www.jupiterhospital.com)

You are requested to kindly take the afore-mentioned on record and oblige.

Thanking You,

For JUPITER LIFE LINE HOSPITALS LIMITED

Suma Upparatti  
Company Secretary & Compliance Officer

**Encl: as stated above**

Regd. Office:  
1004, 10<sup>th</sup> Floor, 360 Degree Business Park,  
Maharana Pratap Chowk, L.B.S. Marg,  
Mulund (W), Mumbai - 400 080.

CIN: L85100MH2002PLC137908  
GST No: 27AABCJ1982E1ZN  
Email: [info@jupiterhospital.com](mailto:info@jupiterhospital.com)  
Web: [www.jupiterhospital.com](http://www.jupiterhospital.com)

Thane:  
Corporate Office: Eastern Express  
Highway, Thane (W) 400 601.  
☎ 022 6297 5585

Pune:  
Baner, Pune 411 045.  
☎ 020 2799 2211



# Jupiter Life Line Hospitals Limited

CIN: L85100MH2002PLC137908

Registered Office: 1004, 10<sup>th</sup> floor, '360 Degree Business Park', LBS Marg, Mulund (W), Mumbai - 400 080

Corporate Office: Jupiter Hospital, Eastern Express Highway, Thane West – 400 601, Maharashtra

Website : [www.jupiterhospital.com](http://www.jupiterhospital.com) Email: [investor.relations@jupiterhospital.com](mailto:investor.relations@jupiterhospital.com) Tel.: +91 022 6297 5623

## NOTICE OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the Twenty-Fourth 24<sup>th</sup> Annual General Meeting (**AGM**) of the Members of Jupiter Life Line Hospitals Limited ("**Company**" / "**the Company**") will be held on Friday, 17<sup>th</sup> July, 2026 at 11.00 A.M. IST through Video Conferencing/ Other Audio-Visual Means ("**VC/OAVM**") to transact the following businesses: -

### ORDINARY BUSINESS:

**1) To receive, consider and adopt:**

**the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2026 including the reports of the Board of Directors and the Auditors thereon.**

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the Audited Balance Sheet and Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended 31<sup>st</sup> March, 2026 along with notes thereon, and the Auditors Report and Report of the Board of Directors thereon along with all annexures, be and is hereby received, considered and adopted."

**2) To receive, consider and adopt:**

**the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026, including Auditors report thereon.**

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including the Audited Balance Sheet and Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended 31<sup>st</sup> March, 2026 along with notes thereon, and the Auditors Report along with all annexures, be and is hereby received, considered and adopted."

**3) To appoint a director in place of Dr. Ajay Thakker (DIN: 00120887) who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** Dr. Ajay Thakker (DIN: 00120887) who retire by rotation at this Annual General Meeting pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 be and are hereby reappointed as a Director of the Company."

### SPECIAL BUSINESS:

**4) To approve appointment with change in designation and remuneration of Dr. Ajay Thakker (DIN:- 00120887) as Chairman & Whole Time Director with effect from 17<sup>th</sup> July, 2026.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 179, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and subject to such other consents, permissions, and approvals as may be necessary, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment with change in designation of Dr. Ajay Thakker (DIN: 00120887) from Chairman & Managing Director to Chairman & Whole Time Director of the Company, and whose office shall be liable to retire by rotation for a period of 5 (five) years commencing from 17<sup>th</sup> July, 2026 to 16<sup>th</sup> July, 2031 (both days inclusive) subject to approval of the shareholders of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 200 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time

being in force) and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the consent of the Board of Directors of the Company, subject to the approval of the shareholders, consent be and is hereby accorded for fixing remuneration payable to Dr. Ajay Thakker (DIN: 00120887), Chairman & Whole Time Director of the Company, at up to ₹ 75 Lakhs per month (which includes professional fees, performance-based pay, allowances and perquisites) and entitled to other benefits such as insurance, leave and leave encashment as per the policies of the Company, for a period of five years effective from 17<sup>th</sup> July, 2026, with authority vested with the Nomination and Remuneration Committee of the Board and the Board of Directors to review and determine his remuneration on a yearly basis.

**RESOLVED FURTHER THAT** Dr. Ajay Thakker shall be entitled to reimbursement of expenses incurred in connection with furthering the business objectives of the Company, such as travelling, boarding and lodging expenses, membership of club(s), seminar expenses and expenses incurred on business meetings/business promotion, as per the applicable policies of the Company.

**RESOLVED FURTHER THAT** in case of inadequacy of profits in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**5) To approve sub-division/split of equity shares of the Company.**

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 61, 64 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, the consent of the members of the Company be and is hereby accorded for sub-division of

equity share of the Company, such that 1 (one) equity share of face value of ₹ 10 (Rupees ten only) each, fully paid up, be sub-divided into 5 (Five) equity shares of a face value of ₹ 2 (Rupee Two Only) each, fully paid up, thereby keeping the paid-up share capital intact.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company having a face value of ₹ 10 (Rupees Ten Only) in the issued, subscribed and paid-up equity share capital shall stand sub-divided into 5 (Five) equity shares of a face value of ₹ 2 (Rupee Two only) each.

**RESOLVED FURTHER THAT** upon sub-division of the equity shares as aforesaid and as on the record date, any Director or the Company Secretary of the Company and/or its Registrar and Share Transfer Agent ("RTA") be and are hereby authorised to give effect to the sub-division by consolidating, crediting, and maintaining the sub-divided shareholding in compliance with applicable laws and guidelines. Accordingly, the sub-divided equity shares of face value ₹ 2 (Rupee Two only) each, fully paid-up, shall be credited to the respective beneficiary accounts of the members with their depository participants, and the Company shall undertake all necessary corporate actions in respect of the existing equity shares.

**RESOLVED FURTHER THAT** any Director and /or the Company Secretary and/ or Chief Financial Officer of the Company be and are hereby authorised 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."

**6) To approve the alteration of Capital Clause of Memorandum of Association of the Company.**

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and subject to the receipt of such approvals, consents and permissions as may be required from the appropriate statutory authorities, the consent of the Members of the Company, be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company and to substitute the same with the following new Clause V:-

*"The authorised share capital of the Company is ₹ 80,00,00,000/- (Rupees Eighty Crores only) divided into 40,00,00,000 (Forty Crore only) equity shares of ₹ 2 (Rupees Two only) each."*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution any of the Director or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including filing of necessary forms with the Registrar of Companies."

**7) To approve the alteration of Articles of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for deletion/ modification/ addition of following clauses/definition from the Articles of Association of the Company and the same would be presented in the Articles of Association as follows:-

**A. Deletion of following clauses**

~~1. (j). "Equity Shares" means the equity shares of the Company having a face value of ₹10/- (Rupee ten only) each.~~

~~74. The Company may exercise the powers conferred under the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.~~

~~97. If the seal of the Company is specifically required to be affixed on any instrument by applicable law, such seal of the Company shall be affixed to such instrument only by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and those one director and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.~~

**B. Modification in the following clauses by deleting strike through and adding the under-line wordings**

~~30. (c) Every certificate shall be under the seal and shall specify the number and the distinctive number of shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary, wherever the Company has appointed a Company Secretary.~~

~~89. (d) If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may by instrument in writing, duly executed by the authorised signatory of the Company under the seal authorise the person in~~

whose favor such mortgage or security is executed or any other person in trusts for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be.

94. (i) Directors may from time to time appoint any person or persons to be the Attorney or Attorneys of the Company, ~~under the Seal of the Company~~, for such purposes and with such Powers and authorities (limited to those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may think fit and revoke any such appointment.

**XXXI. MANAGER OR SECRETARY KEY MANAGERIAL PERSONNEL**

95. Subject to the provisions of the Act, -

(a) ~~A chief executive officer~~, manager, chief financial officer, ~~manager or secretary~~ may be appointed by the Board for such terms, at such remuneration and upon such conditions as it may think fit; and any chief executive officer or manager, chief financial officer, secretary so appointed may be removed by means of a resolution of the Board;

(b) A director may be appointed as chief executive officer, manager, chief financial officer, or manager or secretary.

**C. Addition of following clause after clause XLI.**

**XLII. DIGITAL SIGNATURE**

107. The Board of Directors of the Company, or any Committee thereof duly constituted by the Board, shall have the power to authorise any Director, Key Managerial Personnel, officer of the Company, or any member of such Committee, to execute, sign and authenticate, on behalf of the Company, any agreement, contract, deed, instrument or other document. Such execution may be carried out by affixing Digital Signature(s) or Electronic Signature(s), or by such other electronic mode as may be permitted under applicable laws, including the Information Technology Act, 2000, and the rules made thereunder, as amended from time to time. Any document or instrument so executed or authenticated pursuant to such authorisation shall be deemed to be duly executed on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company is be and hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient

to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.”

**8) To Approve Material Related Party Transaction with Jupiter Hospital Projects Private Limited.**

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in continuance of the approval granted at the Annual General Meeting dated 11<sup>th</sup> July 2025 and pursuant to the provisions of Sections 177, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the Company’s policy on Related Party Transactions, subject to such other approvals, consents, permissions, and sanctions as may be necessary, consent of the members of the Company be and is hereby accorded for continuation of:-

1. Loan(s), advance(s), and/or issuance of corporate guarantee(s), and/or other security(ies) in favour of Jupiter Hospital Projects Private Limited (“Subsidiary Company”), for availing secured borrowings and/or financial assistance from any bank(s), financial institution(s), body corporate(s) or any other lender(s), for an aggregate amount not exceeding ₹ 350 Crores (Rupees Three Hundred and Fifty Crores only), on such terms and conditions as may be mutually agreed between the Company and the Subsidiary Company and/or the concerned lender(s).
2. Transfer or exchange of medical equipment, machinery, instruments, furniture, fixtures, devices and other operational assets, as may be required from time to time, between the Company and Jupiter Hospital Projects Private Limited, for an aggregate value not exceeding ₹ 100 Crore (Rupees One Hundred Crore only), on an arm’s length basis and in the ordinary course of business, for operational, business and hospital requirements of the respective entities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, and to finalise and execute all necessary documents, agreements, and writings as

may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**9) Ratification of remuneration payable to M/s. V. J. Talati & Co., Cost Accountants, as Cost Auditors for the Financial Year 2026–27.**

To consider and if thought fit, to pass following resolution as **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the members of the Company hereby ratifies the remuneration of ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand only) per annum plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. V. J. Talati & Co. Cost Accountants (Firm Registration No.: R00213) who have been appointed by the Board of Directors as ‘Cost Auditors’ of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the Financial Year 2026-27.

**RESOLVED FURTHER THAT** any Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorised to file necessary e-forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be considered necessary in this regard.”

By Order of the Board of Directors

For **Jupiter Life Line Hospitals Limited**

**Ms. Suma Upparatti**

Company Secretary & Compliance Officer

Membership No.: F8986

**Place:** Mumbai

**Date:** 15<sup>th</sup> May, 2026

**Registered Office:**

1004, 10<sup>th</sup> floor, ‘360 Degree Business Park’,  
LBS Marg, Mulund (W), Mumbai - 400 080

**CIN:** L85100MH2002PLC137908;

**E-Mail:** investor.relations@jupiterhospital.com

**Website:** www.jupiterhospital.com;

**Telephone No:** + 91 022 6297 5623

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the special businesses to be transacted at the meeting, is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

[General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22<sup>nd</sup> September, 2025, collectively referred to as "MCA Circulars"]. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/ CIR/2024/133 dated 3<sup>rd</sup> October, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7<sup>th</sup> October, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

3. In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.

4. Notice is being sent by electronic mode, to those Members who have registered their email addresses with their respective depository participants or with the Registrar and Share Transfer Agents of the Company. As per the SEBI Circular, no physical copies of the Notice shall be sent to any Member.

5. Further, 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 on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC/OAVM,

pursuant to the applicable MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/PoD2/P/CIR/2023 /4 dated 5<sup>th</sup> January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 ("SEBI Circulars"), physical attendance of Members in the AGM has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. The Company has engaged the services of National Securities Depository Limited as the Agency to provide e-voting facility. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. Institutional / Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) intending to participate in the Annual General Meeting ("AGM") through their authorised representative(s) are requested to send a scanned copy (in JPEG/PDF format) of the relevant Board Resolution, Authority Letter, Power of Attorney, or any other valid authorisation, duly authorising their representative(s) to attend and participate in the AGM (through VC/OAVM) and to vote on their behalf through remote e-voting or e-voting during the AGM. The aforesaid documents shall be sent from the registered email address of the member to the Scrutiniser at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [cs@jupiterhospital.com](mailto:cs@jupiterhospital.com).

8. In compliance with the Circulars, the Notice along with the Annual Report 2025-26 ("Annual Report") is being sent only by electronic mode to those Members whose email address are registered with the Company/ RTA/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website at [www.jupiterhospital.com](http://www.jupiterhospital.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

However, a member is also entitled for getting the hard copy of the Notice along with the Annual Report upon making a request via. email to [cs@jupiterhospital.com](mailto:cs@jupiterhospital.com).

9. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, 19<sup>th</sup> June, 2026.

10. Any person and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is sent and holding shares as of the cut-off date i.e Friday, 10<sup>th</sup> July, 2026 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA. However, if those shareholders are already registered with NSDL for remote e-Voting, then they can use their existing user ID and password for casting vote. In case of individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 10<sup>th</sup> July, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"
11. Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the Members are requested to write an email to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
12. 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 serve 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 serve basis.
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings ("SS- 2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business 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 authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
14. The attendance of members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which Directors are interested maintained under companies Act, 2013 will be available for inspection by the Members electronically during the 24<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [cs@jupiterhospital.com](mailto:cs@jupiterhospital.com).
16. All material documents referred in the accompanying Notice, and the Explanatory Statement are available on website of the Company for inspection by the Members up to the date of AGM and during the AGM.
17. SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_ IAD-3/P/CIR/2023/195 dated 28<sup>th</sup> December, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at [www.jupiterhospital.com](http://www.jupiterhospital.com)
18. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 3 and 4 of the Notice is annexed herewith as required under Regulation 36 (3) of Listing Regulations as amended from time to time and Secretarial Standard-2 ("SS-2") on General Meetings issued by Institute of Company Secretaries of India ("ICSI").

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

**The remote e-voting period begins on Tuesday, 14<sup>th</sup> July, 2026 at 09:00 A.M. and ends on Thursday, 16<sup>th</sup> July, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 10<sup>th</sup> July, 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 Friday, 10<sup>th</sup> July, 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 meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 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:

Individual Shareholders holding securities in demat mode with NSDL	<p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p> <p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on <b>company name or e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <ol style="list-style-type: none"><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>or e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>5. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
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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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 are 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://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 evoting 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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?

- 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, 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.**

**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 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 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 For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**Password details for shareholders other than Individual shareholders are given below:**

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - If you are still unable to get the password by aforesaid options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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 authorised signatory(ies) who are authorised to vote,

to the Scrutiniser by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.

- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

- The 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 [cs@jupiterhospital.com](mailto:cs@jupiterhospital.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.
- Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9<sup>th</sup> December, 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

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those Members/ shareholders, who will be present in the 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 AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- Member will be provided with a facility to attend the 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

- Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, at the Company's email address [cs@jupiterhospital.com](mailto:cs@jupiterhospital.com) from **Saturday, 11<sup>th</sup> July, 2026 at**

- 09:00 A.M. to Monday, 13<sup>th</sup> July, 2026 by 05:00 P.M. IST.** Those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.
2. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, at the Company's email address [cs@jupiterhospital.com](mailto:cs@jupiterhospital.com) from **Saturday, 11<sup>th</sup> July, 2026 at 09:00 A.M. to Monday, 13<sup>th</sup> July, 2026 by 05:00 P.M. IST.**, to enable the management to keep information ready at the AGM. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably, depending upon the availability of time.
  3. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  4. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.

#### **INFORMATION FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

1. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 10<sup>th</sup> July, 2026 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
2. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence on **Tuesday, 14<sup>th</sup> July, 2026 at 9.00 A.M. IST** and ends on **Thursday, 16<sup>th</sup> July, 2026 at 5.00 P. M. IST** the remote e-Voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM.

3. Only those Members, who will be present in the 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 AGM.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
7. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

#### **DECLARATION OF RESULTS**

The Board of Directors of the Company has appointed "Mr. Vaibhav Dandawate COP:- 27947)" and or failing him "Ms. Deepti Kulkarni, (COP:- 22502)", Partners of M/s Makarand M. Joshi & Co. Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process during the AGM and remote e-voting in a fair and transparent manner.

The Scrutiniser shall provide, not later than two working days of conclusion of the e voting at the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutiniser's Report shall be placed on the Company's website <http://www.jupiterhospital.com/> and on the website of NSDL at <https://www.evoting.nsdl.com/> Immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Friday, 17<sup>th</sup> July, 2026.

## EXPLANATORY STATEMENT

### ITEM NO. 4

Dr. Ajay Thakker was re-appointed as the Managing Director of the Company by way of a Special Resolution passed by the Members at the 22<sup>nd</sup> Annual General Meeting of the Company held on 9<sup>th</sup> August, 2024, for a period of five (5) years with effect from 1<sup>st</sup> October, 2024.

Dr. Ajay Thakker, is Founder promoter of Jupiter Life Line Hospitals Limited ("JLHL" or "the Company") and has served as the Chairman and Director since the incorporation of the Company. Under his visionary leadership, the Company has evolved into one of the leading healthcare institutions in the country, achieving significant operational growth, strengthening its clinical excellence, expanding its footprint and successfully completing its public listing. His deep understanding of the healthcare industry, strategic foresight and commitment to patient-centric care have been instrumental in shaping the Company's long-term growth trajectory.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the appointment of Dr. Ajay Thakker as Whole-Time Director with effect from the conclusion of this Annual General Meeting. He shall continue to serve as the Chairman of the Board and remain actively associated with the Company in the capacity of Chairman & Whole Time Director, focusing on strategic oversight, clinical leadership, mentoring the next generation of management leaders and contributing to the Group's healthcare initiatives in his capacity as Whole Time Director – Radiology.

Dr. Ajay Thakker has confirmed that he satisfies all the conditions specified under Section 196(3) read with Schedule V of the Companies Act, 2013 ("the Act") and is eligible for appointment as a Whole-Time Director of the Company. He has further confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority. Dr. Ajay Thakker has also consented to act as the Chairman and Whole-Time Director of the Company.

The Members may further note that pursuant to the provisions of Section 196(3) of the Act read with Schedule V thereto, Dr. Ajay Thakker has attained the age of seventy (70) years, approval of the Members by way of a Special Resolution is being sought for his appointment as Chairman and Whole-Time Director of the Company.

Further, Dr. Ajay Thakker will continue to be the Chairman of the Board and Company in addition to his role as Whole Time Director.

The terms and conditions relating to the appointment of Dr. Ajay Thakker as Chairman and Whole Time Director, inter alia, includes the following:-

### Remuneration, benefits and perquisites:

**I. Salary:** He shall be paid monthly salary, based on a consolidated remuneration up to Rs. 75 lakhs per month which includes professional fees, performance-based pay, allowances, perquisites and other benefits such as insurance, leave and leave encashment, in accordance with the policies of the Company with authority vested with Nomination and Remuneration Committee (NRC) of the Board and in absence of NRC, the Board of Directors to determine his remuneration on yearly basis.

**II. Commission:** No commission shall be paid to him.

**III. Perquisites:** In addition to the remuneration mentioned above, Dr. Ajay Thakker shall be entitled to reimbursement of expenses incurred in connection with the business of the Company, including travelling, boarding and lodging expenses, club membership fees, seminar expenses, business promotion expenses and such other expenses as may be permitted under the policies of the Company.

**IV. Limits on Remuneration:** During the tenure of 5 years of his appointment, if the Company for any period of 3 financial years has no profits or its profits are inadequate, the Company may pay Dr. Ajay Thakker remuneration as set out herein as the minimum remuneration payable in accordance to the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**V. Sitting Fees:** He shall not be paid sitting fees for attending the meetings of the Board of Directors/ Committee(s) of the Company.

The Nomination and Remuneration Committee or the Board of Directors may, at its discretion, fix the actual remuneration of Dr. Ajay Thakker and revise the same from time to time, within the maximum limits specified hereinabove. Dr. Ajay Thakker will be liable to retire by rotation during his tenure as the Chairman and Whole-Time Director.

The Board of Directors considered the aforesaid remuneration commensurate with the duties and responsibilities of Dr. Ajay Thakker in capacity of Whole Time Director based on the performance evaluation carried out of by the Nomination and Remuneration Committee.

The approval of the Members is being sought by way of special resolution for approving the appointment of Dr. Ajay Thakker for five years and approving the payment of remuneration for five years pursuant to the provisions of Sections 196, 197, 198, 200, 203 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association, Brief profile of Dr. Ajay Thakker and other disclosures as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Listing Regulations are provided in **Annexure B** to this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the Members.

Except Dr. Ajay Thakker, Dr. Ankit Thakker (Son of Dr. Ajay Thakker) and their respective relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**The other information as required under Section II of Part II of Schedule V of the Act are given below is provided in Annexure A.**

#### ITEM NO. 5 & 6

The Board of Directors of the Company ("Board"), at its meeting held on 15<sup>th</sup> May, 2026, subject to the approval of the shareholders and other applicable statutory/regulatory approvals, approved and recommended the subdivision of the Company's equity shares. Pursuant to the proposed subdivision, every 1 (One) fully paid-up equity share having a face value of ₹10/- (Rupees Ten only) each shall be sub-divided into 5 (Five) fully paid-up equity shares having a face value of ₹ 2/- (Rupee Two only) each. The sub-divided

**The authorised share capital of the Company is ₹ 80,00,00,000/- (Rupees Eighty Crores only) divided into 40,00,00,000 (Forty Crore only) equity shares of ₹ 2 (Rupees Two only) each.**

The Pre and post subdivision Equity Share Capital of the Company will be as under:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of equity share	Face Value (₹)	Total equity share capital (₹)	No. of equity shares	Face Value (Re)	Total equity share capital (₹)
Authorised Equity Share Capital	8,00,00,000	10	80,00,00,000	40,00,00,000	2	80,00,00,000
Issued, Subscribed and Paid-up Equity Share Capital	6,55,66,022	10	65,56,60,220	32,78,30,110	2	65,56,60,220

In accordance with Regulation 39(2A) of the SEBI Listing Regulations, the securities issued pursuant to sub-division must be in dematerialised mode.

There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/ provisions in this regard.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members upto the last date of remote e-voting.

In terms of the provisions of Sections 13 and 61 of the Act, approval of the Members of the Company is sought by way of ordinary resolutions for sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of MOA of the Company.

equity shares shall rank pari passu in all respects with the existing equity shares. The sub-division shall take effect from such record date as may be determined by the Board or any duly authorised committee thereof.

The Company has achieved considerable growth in its operations and market presence. As of the date of this notice, the paid-up equity share capital of the Company stands at ₹65,56,60,220/- divided into 6,55,66,022 equity shares of ₹10/- each. The Company's equity shares are listed and actively traded on BSE Limited and the National Stock Exchange of India Limited.

The proposed sub-division is aimed at further strengthening the Company's equity market presence and enhancing long-term shareholder value. Hence it is considered prudent to proactively align the Company's capital structure with evolving market dynamics and the Company's future growth objectives.

The principal objective of the proposed sub-division is share price optimisation and enhancement of market liquidity. Maintaining the share price within a range that is perceived as accessible and attractive to a wider investor base helps remove psychological barriers that may otherwise discourage potential investors, thereby facilitating sustained market interest and engagement.

The proposed sub-division is a strategic initiative intended to broaden market participation, particularly among retail investors, enhance liquidity narrowing bid-ask spreads.

Consequent to the proposed subdivision of equity shares, Clause V of the Memorandum of Association of the Company relating to the share capital shall also require suitable modification to reflect the revised face value of the equity shares which shall read as follows:

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

The Board of Directors of the Company recommend the resolutions set out at item nos. 5 & 6 for approval of the Members as Ordinary Resolutions.

#### ITEM NO. 7

The Board of Directors of the Company, at its meeting held on 15<sup>th</sup> May, 2026, considered and approved certain alteration to the Articles of Association (“AOA”) of the Company, subject to the approval of the Members.

The proposed amendments are intended to align the AOA with the provisions of the Companies Act, 2013 and the evolving corporate governance and business practices. In particular, pursuant to the provisions of the Companies Act, 2013, the use of a common seal by companies has been made optional. Accordingly, it is proposed to delete the existing provisions relating to the Common Seal and other connected provisions that are no longer necessary.

Further, in view of the increasing adoption of electronic modes of execution and the legal recognition accorded to digital and electronic signatures under applicable laws, it is proposed to incorporate enabling provisions permitting the execution of documents through Digital Signatures and/or Electronic Signatures.

Additionally, certain Articles are proposed to be amended, deleted or substituted to align with current regulatory requirements and to provide greater flexibility and efficiency in the management and operations of the Company.

In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires the approval of the Members by way of a Special Resolution.

Following addition/deletion/amendment are proposed to be carried out in the Articles of Association:-

#### A. Deletion of following clauses

1. (j). ~~“Equity Shares” means the equity shares of the Company having a face value of ₹10/- (Rupee ten only) each.~~

74. ~~The Company may exercise the powers conferred under the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.~~

97. ~~If the seal of the Company is specifically required to be affixed on any instrument by applicable law, such seal of the Company shall be affixed to such instrument only by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and those one director and the secretary or other person~~

~~aforsaid shall sign every instrument to which the seal of the Company is so affixed in their presence.~~

#### B. Modification in the following clauses by deleting strike through and adding the under-line wordings

30. (c) Every certificate ~~shall be under the seal and~~ shall specify the number and the distinctive number of shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary, wherever the Company has appointed a Company Secretary.

89. (d) If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may by instrument in writing, duly executed by the authorised signatory of the Company ~~under the seal~~ authorise the person in whose favor such mortgage or security is executed or any other person in trusts for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors’ power or otherwise and shall be assignable if expressed so to be.

94. (i) Directors may from time to time appoint any person or persons to be the Attorney or Attorneys of the Company, ~~under the Seal of the Company~~, for such purposes and with such Powers and authorities (limited to those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may think fit and revoke any such appointment.

#### XXXI. MANAGER OR SECRETARY KEY MANAGERIAL PERSONNEL

95. Subject to the provisions of the Act, -

(a) ~~A chief executive officer, manager, chief financial officer, manager or secretary~~ may be appointed by the Board for such terms, at such remuneration and upon such conditions as it may think fit; and any chief executive officer or manager, chief financial officer, secretary so appointed may be removed by means of a resolution of the Board;

(b) A director may be appointed as chief executive officer, manager, chief financial officer, or manager or secretary.

#### C. Addition of following clause after clause XLI.

##### XLII. DIGITAL SIGNATURE

107. The Board of Directors of the Company, or any Committee thereof duly constituted by the Board, shall have the power to authorise any Director, Key Managerial

Personnel, officer of the Company, or any member of such Committee, to execute, sign and authenticate, on behalf of the Company, any agreement, contract, deed, instrument or other document. Such execution may be carried out by affixing Digital Signature(s) or Electronic Signature(s), or by such other electronic mode as may be permitted under applicable laws, including the Information Technology Act, 2000, and the rules made thereunder, as amended from time to time. Any document or instrument so executed or authenticated pursuant to such authorisation shall be deemed to be duly executed on behalf of the Company.

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

The Board of Directors of the Company recommend the resolutions set out at item no. 7 for approval of the Members as Special Resolution.

#### ITEM NO. 8

##### Background

The Members of the Company, at the Annual General Meeting held on 11<sup>th</sup> July, 2025, had approved, by way of an Ordinary Resolution, the material related party transactions proposed to be entered into with Jupiter Hospital Projects Private Limited ("JHPPL"), a material subsidiary of the Company and a related party under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), aggregating up to ₹ 450 Crore (Rupees Four Hundred and Fifty Crore only).

In accordance with Regulation 23(4) of the Listing Regulations, the approval granted by the shareholders for material related party transactions remains valid only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is being sought for continuation of the following transactions with JHPPL:-

1. Loan(s), advance(s), and/or issuance of corporate guarantee(s), and/or other security(ies) in favour of Jupiter Hospital Projects Private Limited ("Subsidiary Company"), for availing secured borrowings and/or financial assistance from any bank(s), financial institution(s), body corporate(s) or any other lender(s), for an aggregate amount not exceeding ₹ 350 Crores (Rupees Three Hundred and Fifty Crores only), on such terms and conditions as may be mutually agreed between the Company and the Subsidiary Company and/or the concerned lender(s).
2. Transfer or exchange of medical equipment, machinery, instruments, furniture, fixtures, devices and other operational assets, as may be required from time to time, between the Company and Jupiter Hospital

Projects Private Limited, for an aggregate value not exceeding ₹ 100 Crore (Rupees One Hundred Crore only), on an arm's length basis and in the ordinary course of business, for operational, business and hospital requirements of the respective entities.

The proposed transactions are intended to support the efficient operation, expansion and capital management requirements of JHPPL, which forms an integral part of the Company's hospital network and growth strategy. The transactions are expected to generate long-term strategic and economic benefits for the Company and its shareholders through enhancement of the subsidiary's operational capabilities, strengthening of the healthcare platform and creation of sustainable value across the group.

The Corporate Guarantee proposed to be continued pertains to the term loan facility availed by JHPPL. The said borrowing was utilised, inter alia, for repayment of the inter-corporate loan previously extended by the Company to JHPPL. The corporate guarantee does not involve any immediate cash outflow by the Company and serves as a credit support mechanism enabling the subsidiary to access long-term financing on commercially viable terms.

The proposed loan/advance arrangements and transfer of operational assets are intended to facilitate optimal utilisation of resources across the group, improve operational efficiencies and support business requirements of the respective entities.

##### Statutory Background

In accordance with Regulation 2(1)(zc) of the Listing Regulations, a Related Party Transaction ("RPT") includes any transaction involving the transfer of resources, services, or obligations between a listed entity or any of its subsidiaries, on one hand, and a related party of the listed entity or any of its subsidiaries, on the other hand, regardless of whether a consideration is charged. The term "transaction" shall be construed to include a single transaction or a group of transactions forming part of a contract or arrangement.

Further, in terms of Regulation 23 of the Listing Regulations as amended, all material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are undertaken in the ordinary course of business and are at arm's length.

Also, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26<sup>th</sup> June, 2025, has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30<sup>th</sup> January, 2026 ('SEBI Circular'). The Standards inter alia requires listed entity to provide minimum information,

in specified format, relating to the proposed RPTs, to the Members while seeking approval.

Now, as per the listing Regulations, the transactions shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds scale-based threshold basis as prescribed in Schedule XII of the regulation. These limits are applicable irrespective of whether the transactions are in the ordinary course of business and/or at arm's length.

The Members are requested to note that the proposed resolution seeks approval for an aggregate limit of ₹ 350 Crores in respect of financial assistance that may be extended by the Company to JHPPL. Such financial assistance may be provided in the form of loan(s), advance(s), corporate guarantee(s), security(ies) and/or any other credit support.

**Arm's Length Justification:-**

**Corporate Guarantee, Loan / Advance to Jupiter Hospital Projects Private Limited and Transfer / Exchange of Operational Assets**

Jupiter Hospital Projects Private Limited ("JHPPL"), a subsidiary of the Company, owns and operates the Indore Hospital and is actively involved in the development and expansion of the Group's healthcare infrastructure. The corporate guarantee provided and the proposed loan(s)/ advance(s) are intended to support JHPPL's funding requirements, including repayment and refinancing of existing borrowings, working capital requirements, capital expenditure and ongoing expansion initiatives.

The loan(s) or advance(s) to JHPPL shall be extended based on its business requirements and shall be governed by mutually agreed terms relating to interest rate, tenure, repayment schedule, security and other commercial conditions.

The Company believes that providing financial support to its subsidiary will strengthen JHPPL's operational and financial position, facilitate the efficient execution of its growth plans and enhance the value of the Company's investment in JHPPL. Accordingly, the proposed transactions are in the overall interest of the Company and its shareholders.

The proposed transfer or exchange of medical equipment, machinery, instruments, furniture, fixtures, devices and other operational assets between the Company and JHPPL is

intended to facilitate efficient utilisation of assets across the hospital network, avoid duplication of capital expenditure and meet operational requirements of the Company & JHPPL.

The consideration for such transfers or exchanges shall be determined based on objective and verifiable parameters such as original acquisition cost, written down value, net book value, replacement cost, market quotations for comparable. The pricing methodology shall ensure that the assets are transferred at fair value and on terms comparable to those that would have been agreed between unrelated parties in a similar transaction.

Based on the review, the Audit Committee has approved and noted that the proposed transactions between the related parties are in the ordinary course of business of the Company and are at arm's length.

The Audit Committee has also reviewed the certificate provided by Managing Director & CEO and the Chief Financial Officer of the Company, as required under the RPT Industry Standards. The Board of Directors has also approved and recommended Resolution No. 8 for the approval of the Members of the Company as ordinary resolution, for entering into and/or continuing with the existing and proposed related party transactions.

Members may note that, in terms of the provisions of the Listing Regulations, all related parties (whether or not they are a party to the aforesaid transactions) shall abstain from voting on the relevant resolution.

The Board of Directors of the Company recommend the resolutions set out at item no. 8 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company and/or their respective directorship/shareholding in JHPPL, if any.

Details of the proposed related party transactions between the Company and its related parties are disclosed for resolution no. 8 in accordance with the minimum information requirements prescribed under the Industry Standards Forum (ISF), as notified by Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated 26<sup>th</sup> June, 2025.

## PART I

### A (1). Basic Details of the Related Party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Jupiter Hospital Projects Private Limited (JHPPL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Operating and managing a multispecialty hospital delivering medical and healthcare services

### A (2). Relationship and Ownership of the Related Party

Sr. No	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following	JHPPL is Material Subsidiary of the Company and thus a related party in terms of the Listing Regulation
i.	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 96.56 % paid up share capital of JHPPL
ii.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable, as the related party is Company registered under the Act
iii.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL

### A (3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management															
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <table border="1"><thead><tr><th>Sr No.</th><th>Nature of Transaction</th><th>Value of transaction (In Crores) in FY 2025-26</th></tr></thead><tbody><tr><td>1.</td><td>Loans /Current Support</td><td>12</td></tr><tr><td>2.</td><td>Corporate Guarantee</td><td>250</td></tr><tr><td>3.</td><td>Sale of goods or services</td><td>0.04</td></tr><tr><td>4.</td><td>Purchase of goods or services</td><td>0.10</td></tr></tbody></table>	Sr No.	Nature of Transaction	Value of transaction (In Crores) in FY 2025-26	1.	Loans /Current Support	12	2.	Corporate Guarantee	250	3.	Sale of goods or services	0.04	4.	Purchase of goods or services	0.10	Please refer to the numbers mentioned below
Sr No.	Nature of Transaction	Value of transaction (In Crores) in FY 2025-26															
1.	Loans /Current Support	12															
2.	Corporate Guarantee	250															
3.	Sale of goods or services	0.04															
4.	Purchase of goods or services	0.10															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Same as Sr. No. A(3) (1) above															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default															

### A (4). Amount of the Proposed Transactions

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 450 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the transactions with related parties in the current financial year are expected to cross materiality thresholds
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	30.00 %

S. No.	Particulars of the information	Information provided by the management	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	180.06%	
6.	Financial performance of the related party for the immediate preceding financial year	Particulars	Amount (In Millions)
		Turnover	2,499.08
		Profit After Tax	(34.29)
		Net worth	242.60

#### A(5) Basic details of proposed transactions

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	As set for in the item No. 8 of the explanatory statement
2.	Details of each type of the proposed transaction	As set for in the item No. 8 of the explanatory statement
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 450 Crore  The aforementioned corporate guarantee is executed in financial year 2025-2026 and shall subsist until either the repayment/prepayment of 50% of the facility availed by JHPPL, or upon JHPPL achieving a Debt/EBITDA <3.5x for four consecutive quarters.  <b>Note:-</b> The above terms of the Corporate Guarantee provided by JLHL are based on the facility currently availed by JHPPL from its Current Lender. In case JHPPL avails any facility, loan, or financial assistance from any other bank, financial institution, or lender, the terms and conditions of the same may vary in accordance with the requirements of such lender.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	JHPPL is a material subsidiary of the Company and operates the Indore Hospital, which constitutes a significant revenue-generating unit of the Jupiter Group and contributes meaningfully to the consolidated financial performance of the Company. The proposed transactions are intended to support the operational requirements, growth plans and financial stability of JHPPL, thereby safeguarding and enhancing the value of the Company's investment in its subsidiary.  Further, the proposed loan/advance of up to ₹ 350 Crore shall be utilised by JHPPL towards its working capital and business requirements, enabling the subsidiary to efficiently manage its operations, meet its financial obligations and pursue growth opportunities in a timely manner.

S. No.	Particulars of the information	Information provided by the management																
		In addition, the Company and JHPPL may, from time to time, undertake transfer, exchange, deployment or re-allocation of medical equipment, machinery, instruments, furniture, fixtures, devices and other operational assets, for an aggregate value not exceeding ₹100 Crore. Such transactions are driven by operational exigencies, capacity optimisation, commissioning of new facilities, replacement of existing assets, technological upgrades and efficient utilisation of resources across the Jupiter Group. The proposed arrangement will facilitate optimal deployment of assets, reduce capital expenditure duplication, improve asset utilisation and ensure seamless continuity of healthcare services across hospital units. The flexibility to transfer or exchange operational assets within the Group is expected to result in operational efficiencies, cost rationalisation and enhanced patient service capabilities, thereby benefiting both entities and the consolidated business of the Company.																
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	<table border="1"> <thead> <tr> <th>Name of Promoter / Director / KMP</th> <th>Shareholding, whether direct or indirect in the related party</th> </tr> </thead> <tbody> <tr> <td>Dr. Ajay Thakker</td> <td>NIL</td> </tr> <tr> <td>Dr. Ankit Thakker</td> <td>NIL</td> </tr> <tr> <td>Mr. Vadapatra Raghavan</td> <td>NIL</td> </tr> <tr> <td>Dr. Jasmin Patel</td> <td>NIL</td> </tr> <tr> <td>Ms. Urmi Popat</td> <td>NIL</td> </tr> <tr> <td>Mr. Sivasis Sen</td> <td>NIL</td> </tr> <tr> <td>Ms. Suma Upparatti</td> <td>NIL</td> </tr> </tbody> </table>	Name of Promoter / Director / KMP	Shareholding, whether direct or indirect in the related party	Dr. Ajay Thakker	NIL	Dr. Ankit Thakker	NIL	Mr. Vadapatra Raghavan	NIL	Dr. Jasmin Patel	NIL	Ms. Urmi Popat	NIL	Mr. Sivasis Sen	NIL	Ms. Suma Upparatti	NIL
Name of Promoter / Director / KMP	Shareholding, whether direct or indirect in the related party																	
Dr. Ajay Thakker	NIL																	
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Mr. Vadapatra Raghavan	NIL																	
Dr. Jasmin Patel	NIL																	
Ms. Urmi Popat	NIL																	
Mr. Sivasis Sen	NIL																	
Ms. Suma Upparatti	NIL																	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable																
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts																

#### PART B:

**Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A**

#### **B(1): Sale, Purchase or supply of goods or services or any other similar business transaction and trade advances.**

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was conducted for selecting the party
2.	Basis of determination of price	The consideration for transfer or exchange of assets shall be determined on the basis of having regard to the book value, fair market value, replacement cost, age, condition and residual useful life of the assets, as applicable. In respect of newly acquired assets, the consideration may be based on the actual acquisition cost incurred by the transferring entity. The pricing shall be comparable to that prevailing for similar transactions between unrelated parties under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:- a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

**B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Sources of funds in connection with the proposed transaction	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness will be incurred, the proposed transactions are financial support to JHPPL will may occur over in multiple tranches.
3.	Rate of interest at which the Company or its subsidiary is borrowing from its bankers / other lenders	Not Applicable
4.	Proposed interest rate to be charged by Company or its subsidiary from the related party	As per the prevailing Market rate based on the terms and conditions between both the parties.
5.	Maturity / due date	The loans and advances to JHPPL will be unsecured, advanced from internal accruals as and when requested, and repayable on demand.
6.	Repayment schedule & terms	
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	The proposed funds will be utilised towards Working capital requirements of JHPPL.

**B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

S. No.	Particulars of the information	Information provided by the management
1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter  b) Whether it will create a legally binding obligation on listed entity? (Yes/No)	As JHPPL holds all assets and operations pertaining to the Indore Hospital, which is one of the key revenue-generating unit, the transaction seeks to consolidate and leverage these assets more efficiently within the group.  The Indore Hospital makes a significant contribution to the consolidated turnover of the Company, and the proposed transaction will enable JHPPL to improve operational efficiencies and better financial integration to facilitate its growth. Hence to provide support to JHPPL to carry out it's operation would ultimately benefit the group said Guarantee had been provided.  Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The loans and advances to JHPPL will be unsecured, advanced from internal accruals as and when requested, and repayable on demand, with terms and conditions decided by Board from time to time. The Company's guarantee shall be released upon either the repayment/ prepayment of 50% of the facility availed by JHPPL, or upon JHPPL achieving a Debt/EBITDA <3.5x for four consecutive quarters.  <b>Note:-</b> The above terms of the Corporate Guarantee provided by JLHL are based on the facility currently availed by JHPPL from its Current Lender. In case JHPPL avails any facility, loan, or financial assistance from any other bank, financial institution, or lender, the terms and conditions of the same may vary in accordance with the requirements of such lender.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Company will continue Corporate Guarantee of ₹ 350 Crore for Loan availed by JHPPL.  Currently, no provision is required to be made in the books of accounts of the Company. In future, if any Corporate Guarantee is issued, the required disclosure shall be made in the notes to the financial statements.

## PART C

### C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	Long Term Loan – ₹ 250 Crores – AA-(Stable) Short Term Loan – ₹ 5 Crores – A1+
2.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person and value of subsisting default. In addition, state the following:-	Not Defaulted
a	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
b	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	Not Applicable
c	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
d	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable

### C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	Based on the available financial statements, JHPPL has remained solvent over the last three financial years. No material uncertainty related to going concern has been reported by the statutory auditors in relation to JHPPL.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate value of obligations that may be undertaken by the Company by way of loans, advances, corporate guarantees and/or other forms of credit support in favour of JHPPL shall be upto ₹ 350 Crores. Currently, no provision is required to be made in the books of accounts of the Company. In future, if any Corporate Guarantee is issued, the required disclosure shall be made in the notes to the financial statements.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person	In relation to the last three financial years JHPPL has not defaulted in repayment of any borrowings.

S. No.	Particulars of the information	Information provided by the management
	<p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<ul style="list-style-type: none"> <li>• The assets of JHPPL are not being classified as non-performing asset (NPA) by any of its bankers</li> <li>• JHPPL has not been declared as “willful defaulter” by any of its bankers</li> <li>• JHPPL is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation</li> <li>• JHPPL, not being an MSME, does not suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</li> </ul>

**Point B(3), B(5) to B(7) and C(4) to C(6) is not applicable.**

**Item No. 9**

The Company has hospitals at Thane, Pune and Dombivli locations. The cost records of these units and such other units of the Company as may be included from time to time are required to be audited by the Cost Auditors.

Based on the market trend and current industry practices, the Audit Committee reviews the proposal for appointment and remuneration payable to Cost Auditors and recommends the same to Board for their approval.

The remuneration of the Cost Auditors is being determined in consensus with the Cost Auditors taking into consideration the agreed scope of work for all units, the performance of the Cost Auditors and turnover of the Company.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, had approved the appointment of M/s. V. J. Talati & Co. Cost Accountants, Mumbai (Registration No. R00213) to conduct the audit of the cost records of all the units of the Company as applicable for the financial year 2026-27, at a remuneration of ₹ 1,80,000 (Rupees One Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals if any.

M/s. V. J. Talati & Co. is one of the leading Cost Accounting and Cost Audit firms in India in practice for over seven decades. They provide effective cost accounting reports and offer a wide spectrum of services in the areas Cost & Management Accounting.

Based on the certification received from the Cost Auditors, it may be noted that: -

- the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- none of their Partners are in the whole-time employment of any Company; and
- they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm’s length relationship with the Company, pursuant to Section 144 of the Act.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Consequently, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year 2026-27.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise, in the said resolution.

## Annexure – A

The other information as required under Section II of Part II of Schedule V of the Act are given below:

<b>1. General Information:</b>	
Nature of Industry	Healthcare
Date or expected date of commencement of commercial production	Not Applicable. The Company is an existing Company.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	Financial performance audited standalone financials of FY 2025-2026, total income was ₹ 11,976.24 Million, PBT was ₹ 2,565.36 Million PAT was ₹ 1,913.80 Million
Foreign investments or collaborations, if any	None
<b>2. Information About the appointee</b>	
<b>Name</b>	<b>Dr. Ajay Thakker</b>
(i) Background details:	Dr. Ajay Thakker holds a Bachelor of Medicine and a Bachelor of Surgery degree from Grant Medical College, University of Bombay and a diploma in medical radio diagnosis, from Topiwala National Medical College, University of Bombay. He is the founder and Chairman of the Company and is serving as the Managing Director. He has over four decades of experience in the field of medicine and healthcare.
(ii) Past remuneration:-	<b>Amount (in Million)</b>
(iii) FY 2025-26	41.99
(iv) FY 2024-25	38.88
(v) FY 2023-24	36.00
<b>3. Recognition or Awards:</b>	Dr. Ajay Thakker has led several initiatives in the Company that has helped the Company to increase in turnover, profitability and improvement in employee relationship/ human resource development etc.
<b>4. Job profile and his suitability:</b>	Dr. Ajay Thakker devotes his full time, attention and expertise to the affairs and growth of the Company. He is responsible for providing strategic leadership and overall guidance to the Company. Considering his qualifications, rich industry experience and extensive knowledge of the healthcare sector, the Board is of the view that he is well suited to continue discharging the responsibilities entrusted to him and to contribute significantly towards the Company's long-term growth and success.
<b>5. Remuneration proposed:</b>	Please refer remuneration terms of appointment summarised in the explanatory statement

<p><b>6.</b> Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</p>	<p>The remuneration payable has been benchmarked considering his responsibilities and dedication towards the growth of company size in the Healthcare industry and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 15<sup>th</sup> May, 2026. The profile of Dr. Ajay Thakker, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.</p>
<p><b>7.</b> Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:</p>	<p>Except for drawing remuneration as Chairman and Managing Director and being Promoter and Shareholder of the Company, Dr. Ajay Thakker does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company, except with Dr. Ankit Thakker, Managing Director and Chief Executive Officer (Son).</p> <p>Dr. Ajay Thakker holds 20.74% equity shares in the Company and along with his relatives and related entity together hold 41.91% of the shareholding in the Company.</p>
<p><b>8.</b> Other information</p>	
<p>(i) Reasons of loss or inadequate profits:</p>	<p>Not applicable</p>
<p>(ii) Steps taken or proposed to be taken for improvement:</p>	<p>Not applicable</p>
<p>(iii) Expected increase in productivity and profits in measurable terms:</p>	<p>Not applicable</p>
<p><b>9.</b> Disclosures</p>	<p>Per refer Corporate Governance Report of FY 2025-26</p>

## Annexure – B

### INFORMATION OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING OF THE COMPANY AS PER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARD - 2:-

#### Item No. 3 and 4

Dr. Ajay Thakker	
DIN	00120887
Age	70 years
Qualification	Bachelor of Medicine and a Bachelor of Surgery degree and Diploma in Medical Radio Diagnosis.
Brief Profile/Resume	He has been associated with our Company since its inception as a Promoter and Director. He has over four decades of experience in the field of medicine and healthcare.
Experience including expertise in specific functional area	Please refer the corporate governance section on skills and expertise forming part of Annual Report
Terms and conditions for appointment / re-appointment	As set out in Explanatory Statement.
Remuneration last drawn	₹ 41.99 Million
Remuneration sought to be paid	As set out in Explanatory Statement
Date of the first appointment on the Board	18 <sup>th</sup> November, 2002
Shareholding in the Company as on 31 <sup>st</sup> March, 2026 including Beneficial Owner	Dr. Ajay Thakker holds 1,35,97,829 equity shares in the Company by himself and holds 9,458 equity shares through his Ajay P Thakker HUF.
Relationship with other Directors / Key Managerial Personnel inter se	Father of Dr. Ankit Thakker
Number of meetings of the Board attended during the financial year 2025-26	4 (Four)
Directorship of other Boards as on 31 <sup>st</sup> March, 2026	Four Companies: - 1. Entisi Hospitality Private Limited 2. Jupiter Wellness Private Limited 3. Jupiter Hospital Pharmacy Private Limited 4. Medulla Healthcare Private Limited
Listed entities from which the director has resigned in past three years	Nil
Membership / Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2026	Nil

**Note** – Dr. Ajay Thakker presently serves on the Board of Jupiter Life Line Hospitals Limited and is not a director on the board of any listed entity.