

17 June 2026

**To,**  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jheejheebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
**Scrip Code - 543308**  
**ISIN: INE967H01025**

**To,**  
**National Stock Exchange of India Limited,**  
The Listing Department  
Exchange Plaza, 5th Floor Plot No.C/1, 'G' Block  
Bandra - Kurla Complex  
Mumbai - 400 051.  
**Symbol - KIMS**  
**ISIN: INE967H01025**

Dear Sir/Madam,

**Subject: Intimation of Notice of Extra Ordinary General Meeting (“EGM”) of Krishna Institute of Medical Sciences Limited (“the Company”).**

This is to inform you that Extraordinary General Meeting (“EGM”) of the Members of the Company will be held on Thursday, 9 July 2026 at 04:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”). to transact the businesses as listed in the Notice of EGM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the applicable Ministry of Corporate Affairs (“MCA”) and SEBI Circulars, please find enclosed herewith the Notice of EGM which has been sent to the members electronically and has also been made available on website of the company at [https://assets.kimshospitals.com/docs/production/Egm\\_notice\\_1781612179.pdf](https://assets.kimshospitals.com/docs/production/Egm_notice_1781612179.pdf)

Request you to take the above information on record.

Thanking you,

Yours truly,

**For Krishna Institute of Medical Sciences Limited**

NAGAJAYANTHI Digitally signed by  
JUTTUR NAGAJAYANTHI JUTTUR  
RAGHAVENDRA DAS  
DAS Date: 2026.06.17 20:10:03  
+05'30'

**Nagajayanthi J. R**

**Company Secretary & Compliance Officer**

**Enc: As Above**



Krishna Institute of Medical Sciences Limited

**NOTICE OF EXTRAORDINARY  
GENERAL MEETING**

## Krishna Institute of Medical Sciences Limited

**Registered Office:** D. No. 1-8-31/1, Minister Road, Secunderabad - 500 003, Telangana, India  
Phone: +91 40 4488 5000/4488 5184 | Fax: +91-40-27840980  
Website: www.kimshospitals.com, Email id: cs@kimshospitals.com  
CIN: L55101TG1973PLC040558

# NOTICE

**NOTICE** is hereby given to the Shareholders (the **“Shareholders”** or the **“Members”**) of Krishna Institute of Medical Sciences Limited (**“Company”**) that an extraordinary general meeting (**“EGM”**) of the Company will be held on Thursday, 9 July 2026 at 4:00 PM through Video Conferencing/Other Audio Visual Means to transact the following special business:

### Special Business

- 1. ISSUE OF 77,02,182 (SEVENTY-SEVEN LAKH TWO THOUSAND ONE HUNDRED AND EIGHTY-TWO) WARRANTS EACH FULLY CONVERTIBLE INTO OR EXCHANGEABLE FOR 1 (ONE) FULLY PAID-UP EQUITY SHARE OF ₹ 2/- (INDIAN RUPEES TWO) EACH ON A PREFERENTIAL BASIS TO DR. ABHINAY BOLLINENI (PROMOTER), MR. ADWIK BOLLINENI (PROMOTER) AND BHARAS VENTURES LLP (A PROMOTER GROUP ENTITY).**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179(3)(b) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Act”**) read with, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, for the time being in force, the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder (including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended), the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Government of India, the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (to the extent applicable), SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) on which the equity shares of the Company having face value of ₹ 2/- (Indian Rupees Two) each (**“Equity Shares”**) are listed (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from the Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, 77,02,182 (Seventy-Seven Lakh Two Thousand One Hundred and Eighty-Two) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of ₹ 2/- (Indian Rupees Two) each (**“Warrants”**) at a price of ₹ 779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven) each) being not less than the higher of the floor price determined in accordance with the provisions of Chapter V of the

SEBI ICDR Regulations and the provisions of the Articles of Association of the Company, (i.e., basis the price determined by the valuation report of a registered valuer) each, payable in cash (“**Warrants Issue Price**”), aggregating to ₹ 5,99,99,99,778/- (Indian Rupees Five Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following allottees, each being part of the Promoter and Promoter Group of the Company and each holding a valid PAN, by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling the extra-ordinary general meeting, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “**Preferential Issue**”):

Sr. No.	Name of Applicant/Proposed Allottees	Promoter/Non-promoter	Number of Warrants	Aggregate Consideration (₹)
1.	Dr. Abhinay Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
2.	Mr. Adwik Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
3.	Bharas Ventures LLP, a limited liability partnership with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP	Promoter Group	12,83,698	₹ 1,00,00,00,742/-
<b>Total</b>			<b>77,02,182</b>	<b>₹ 5,99,99,99,778/-</b>

(each a “**Proposed Allottee**” and collectively the “**Proposed Allottees**”)

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Warrants is Tuesday, 9 June 2026, being the date 30 (Thirty) days prior to the date of the Extraordinary General Meeting i.e., 9 July 2026 and the floor price for the conversion of Warrants into Equity Shares on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is ₹ 778.80/- (Indian Rupees Seven Hundred and Seventy Eight point eighty).

**RESOLVED FURTHER THAT** equity shares to be allotted upon conversion of Warrants shall be fully paid-up, listed on the Stock Exchanges where the existing equity shares of the Company are listed and shall rank pari-passu in all respects with the existing fully paid-up equity shares of face value of ₹ 2/- (Indian Rupees Two) each of the Company, including as to the payment of dividend, corporate benefits (if any) with the existing equity shares of the Company and voting rights from the date of allotment thereof, and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants shall be deposited in a separate bank account opened for the purpose of the Preferential Issue.

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;
- b) the Warrants so offered, issued and allotted to the Proposed Allottees shall be issued by the Company for cash consideration, and an amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (“**Warrant Subscription Amount**”). The Warrant holders will be required to make the balance payment which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price (“**Warrant Exercise Amount**”) at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company.
- c) the Warrant Subscription Amount and the Warrant Exercise Amount shall be subject to appropriate adjustments as required under applicable laws, rules and regulations, including the SEBI ICDR Regulations;
- d) the Warrant holders shall make payment of the consideration for allotment of Warrants and/or equity shares arising out of exercise of such Warrants from their own respective bank accounts into the designated bank account of the Company;
- e) the Warrants shall be allotted in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval, or permission, as applicable;
- f) Warrants being allotted to the Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- g) the equity shares to be allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- h) the Warrants shall not be listed on any Stock Exchange(s);
- i) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- j) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company. However, Proposed Allottees shall be entitled to any corporate action such as issuance of bonus shares, rights issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into equity shares;
- k) in the event that the equity shares of the Company are either sub-divided or consolidated before the conversion of the Warrants into equity shares of the Company, then the face value and the number of equity shares to be allotted on conversion of the Warrants shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided/consolidated equity shares without affecting any right or obligation of the Warrant holders;
- l) in the event that the Company’s equity capital is affected or changed due to any other corporate actions such as a merger, demerger, buy-backs or any other reorganization of the Company or its share capital, necessary adjustments with respect to the terms of the aforesaid warrants and such other action as may be deemed necessary or appropriate or equitable by the Board shall be taken to reflect such corporate actions;
- m) the right attached to the Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice (“**Conversion Notice**”) to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date (“**Conversion Date**”). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialised form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount from the Warrant holders in the designated bank account of the Company;

- n) the tenure of the Warrants shall not exceed 18 (Eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holders within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- o) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations; and,
- p) the pre-preferential allotment shareholding of the Proposed Allottees, if any in the Company, the Warrants, and the equity shares of the Company to be issued upon conversion of the Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 42 of the Act, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act, the name of the Proposed Allottees be recorded in Form PAS-5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or the Finance and Investment Committee constituted by the Board ("**Committee**"), on a joint and several basis, are authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/conversion/exchange of the Warrants, without requiring any further approval of the Members;
- b) to appoint and enter into arrangements with registered valuer, merchant banker, legal counsel, registrar, monitoring agency and other advisors necessary for the Preferential Issue, and to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., in connection therewith and to give them such directions or instructions as they may deem fit from time to time;
- c) to negotiate, finalize and execute all necessary agreements/documents/form filings/applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and/or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the Warrants and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members;
- d) to finalize and issue necessary offer documents including but not limited to the Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form or offer document as prescribed under the Act and the SEBI ICDR Regulations, the notice of the meeting of the shareholders in connection with the Preferential Issue and to record the names of the Proposed Allottees in form PAS-5;
- e) to approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/supplement(s)/corrigenda required to be issued in terms of the SEBI ICDR Regulations or other applicable SEBI guidelines and regulations and Act and the rules made thereunder and in compliance with any direction from SEBI and/or such other applicable authorities;

- f) to designate any bank account(s) of the Company with any nationalised bank/private bank/scheduled bank for the purpose of receiving application money in respect of the Preferential Issue;
- g) seek the admission of the Warrants and the equity shares issued pursuant to the conversion of the Warrants in the depository system of the National Securities Depository Limited and/or Central Depository Services (India) Limited and undertake such corporate actions as may be required in this regard;
- h) to appoint a monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations to monitor the use of the proceeds of the Preferential Issue, to change or substitute such agency from time to time as may be required, to decide the terms of their engagement, including remuneration, and to enter into such agreements and contracts as may be required in this regard;
- i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants and the equity shares to be issued upon conversion of the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- j) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- k) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- l) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis); and,
- m) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

## **2. CHANGE OF DESIGNATION OF MR. ADWIK BOLLINENI FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR OF A COMPANY FOR A PERIOD OF 5 YEARS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the change in designation of Mr. Adwik Bollineni (DIN: 06549059) from Non-Executive Director to Executive Director of the Company, liable to retire by rotation, for a period of five (5) years with effect from May 15, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of reappointment including alteration of such terms & conditions as it may deem appropriate in capacity of Executive Director of the Company during his tenure of 5 (five) years commencing from May 15, 2026 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members be and is hereby accorded for payment of all-inclusive remuneration of ₹1,25,00,000 (Rupees One Crore Twenty Five Lakhs only) per annum, comprising fixed remuneration of ₹85,00,000 (Rupees Eighty Five Lakhs only) per annum and performance-linked variable pay of up to ₹40,00,000 (Rupees Forty Lakhs only) per annum to Mr. Adwik Bollineni as Executive Director of the Company, as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration including periodical increase in his remuneration as may be permissible in accordance with Section 197, read with Section I, Part II of Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board  
For **Krishna Institute of Medical Sciences Limited**

**Date:** 15 June 2026

**Place:** Hyderabad

Nagajayanthi J.R  
Company Secretary & Compliance Officer  
M.No. F7148

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated 8 April 2020 and 17/2020 dated 13 April 2020, and subsequent circulars issued in this regard, in relation to “Clarification on holding of Extraordinary General Meeting (“EGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for providing facility, for voting through remote e-Voting, for participation in the EGM through VC and e-Voting during the EGM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
2. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.
3. A Member entitled to attend and vote at the EGM 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 this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip, and route map of EGM are not annexed to this Notice.
4. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
5. In compliance with the Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants. Members may note that Notice has been uploaded on the website of the Company at [www.kimshospitals.com](http://www.kimshospitals.com). The Notice can also be accessed from the 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 the EGM Notice is also available on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (agency for providing the Remote e-Voting facility) i.e., [instavote.linkintime.co.in](http://instavote.linkintime.co.in).
6. The Company will be publishing the notice of EGM, an advertisement in an English newspaper and a Telugu newspaper, each circulating in the district, where the Registered Office of the Company is situated, and also on the Company’s website: [www.kimshospitals.com](http://www.kimshospitals.com) and the same will also be available in the websites of Stock Exchanges.
7. All documents referred to in the Notice and the accompanying Explanatory Statement shall be available for inspection through electronic mode from the date of dispatch of this Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@kimshospitals.com](mailto:cs@kimshospitals.com) from their registered email address, mentioning their Folio No./DP ID and Client ID. Additionally, the said documents shall also be available for physical inspection at the Registered Office of the Company on all working days during business hours up to the last date of e-voting.
8. To support the ‘Green Initiative’, members who have not registered their e-mail addresses are requested to register the same with the respective Depository Participants, in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent, in case the shares are held by them in physical form. The registered e-mail addresses will be used for sending future communications, electronically.
9. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUF’s, NRI’s, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutiniser by e-mail on its registered e-mail address to [krishna@ikrassociates.com](mailto:krishna@ikrassociates.com), Institutional shareholders (i.e., other than individuals, HUFs, NRIs 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.

10. Members can join the EGM through 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 EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
11. As per Regulation 40 of the SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings into dematerialised form.
12. Pursuant to the provisions of Section 113 of the Companies Act, Bodies Corporate/Institutional/ Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cs@kimshospitals.com from their registered Email ID a scanned copy (PDF/ JPG format) of certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
13. The instructions for remote e-voting are as under:
  - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Extraordinary General Meeting (“remote e-voting”) using an electronic voting system provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Extraordinary General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.
  - b. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Extraordinary General Meeting Notice and holding shares as on 2 July 2026, may refer to this Notice of the Extraordinary General Meeting, posted on the Company’s website <https://www.kimshospitals.com/investors/#issue-of-warrants-on-preferential-basis> for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as of the cut-off date and is in receipt of this Notice shall treat this Notice for information purposes only.
  - c. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - d. The voting period begins on 6 July 2026 at 9.00 AM (IST) and ends on 8 July 2026 at 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e., 2 July 2026 may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for voting thereafter.

#### 14. The instructions for members for voting electronically are as under

##### REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL.

##### METHOD 1 - NSDL IDeAS facility.

###### Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

###### Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account/generate ‘OTP’;
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



##### METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders registered with CDSL Easi/Easiest facility**

#### **METHOD 1 - CDSL Easi/Easiest facility:**

##### **Shareholders registered for Easi/Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **Shareholders not registered for Easi/Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

#### **METHOD 2 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN/SIGNUP to InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”).

**Shareholders not registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  1. User ID: Enter User ID
  2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
  3. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
  4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
    - Shareholders holding shares in NSDL form, shall provide ‘point 4’ above
    - Shareholders holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
  5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  6. Enter Image Verification (CAPTCHA) Code.
  7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

**STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e., Favour/Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### **Guidelines for Institutional shareholders (“Custodian/Corporate Body/Mutual Fund”)**

#### **STEP 1 – Custodian/Corporate Body/Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian/Corporate Body/Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote).

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.  

NOTE: File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/Mutual Fund Entity). The same can be viewed under the “Report Section”.

#### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

##### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e., Favour/Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name/Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour/Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

#### Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 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 request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian/Corporate Body/Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

**General Instructions – Shareholders:**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**INSTAMEET VC INSTRUCTIONS:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19 September 2024, the Companies can conduct their AGMs/EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

**Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - Demat Account No./Folio No./PAN
  - Shareholders holding shares in NSDL/CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
  - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting” You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the Company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat- board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000/4918 6175.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR REGULATION 163 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE PROVISIONS (IF ANY) SETTING OUT MATERIAL FACTS RELATING TO THE RELEVANT RESOLUTION OF THIS NOTICE IS ANNEXED HERewith AND THE SAME SHOULD BE TAKEN AS PART OF THIS NOTICE**

As required by Section 102 of the Companies Act, 2013 (the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable provisions (if any), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 15 June 2026:

**In respect of Item No. 1**

In order to support its continued growth trajectory and to strengthen its financial position, the Board of Directors, at its meeting held on 11 March 2026, approved the proposal for the Qualified Institutions Placement (“QIP”) and shareholder approval by way of a special resolution was received on 15 April 2026 of up to ₹ 1500,00,00,000/- (Indian Rupees One Thousand Five Hundred Crores), in one or more tranches, by way of issuance of equity shares in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The proceeds from the QIP are proposed to be utilised towards augmenting long term cash resources and/or to fund the organic or inorganic growth opportunities, acquisitions, in the area of its operations and adjacencies, and/or for making investments in companies whether a subsidiary or otherwise (either through debt or equity or any convertible securities) and/or in the growth of existing businesses or to enter into new businesses in line with the strategy of the Company and/or repayment/prepayment of indebtedness of the Company or subsidiary, otherwise and/or working capital requirements of the Company or subsidiary or otherwise, and/or for any other general purposes as may be permissible under the applicable law as may be decided by the Board or a duly constituted committee thereof.

In furtherance of these objectives, and in particular to address the Company’s near-term capital requirements, the Board of Directors of the Company (“Board”) at their meeting held on 13 June 2026 approved raising of funds aggregating to ₹ 5,99,99,99,778/- (Indian Rupees Five Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight) by way of issuance of 77,02,182 (Seventy-Seven Lakh Two Thousand One Hundred and Eighty-Two) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of ₹ 2/- (Indian Rupees Two) each (“Warrants”) at a price of ₹ 779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven) each) each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following allottees, each being part of the Promoter and Promoter Group of the Company and holding a valid PAN, by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling the extra-ordinary general meeting, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Issue”):

Sr. No.	Name of Applicant/Proposed Allottees	Promoter/Non-promoter	Number of Warrants	Aggregate Consideration (₹)
1.	Dr. Abhinay Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
2.	Mr. Adwik Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
3.	Bharas Ventures LLP, a limited liability partnership with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP	Promoter Group	12,83,698	₹ 1,00,00,00,742/-
<b>Total</b>			<b>77,02,182</b>	<b>₹ 5,99,99,99,778/-</b>

(each a “Proposed Allottee” and collectively the “Proposed Allottees”)

The Proposed Allottees have also confirmed their respective eligibility to subscribe to the Warrants to be issued pursuant to the Preferential Issue, in accordance with Regulation 159 of the SEBI ICDR Regulations.

In accordance with Sections 23(1)(b), 42, 62(1)(c), 179(3)(b) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI Listing Regulations and the SEBI ICDR Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of preferential allotment on a private placement basis. Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating to ₹ 5,99,99,99,778/- (Indian Rupees Five Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight) by way of issuance of warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of ₹ 2/- (Indian Rupees Two) each at a price of ₹ 779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven) each) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company, and/or the Finance and Investment Committee constituted by the Board ("**Committee**") may determine in the manner detailed hereafter.

The said proposals have been considered and approved by the Board at its meeting held on Saturday, 13 June 2026. The proposed Preferential Issue to the Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of shareholders of the Company, Stock Exchanges etc.

The details of the issues and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, BSE Notice No. 20221213-47 dated 13 December 2022 and NSE Circular No. NSE/CML/2022/56 dated 13 December 2022 with respect to the additional disclosures for objects of the issues and Regulation 163 of the SEBI ICDR Regulations have been set out below:

## 1. Objects of the Issue

1.1. The Company intends to utilize the proceeds raised through the Preferential Issue, including the amounts received upon conversion of the Warrants into equity shares of the Company ("**Issue Proceeds**") towards the following objects:

- (a) Repayment, prepayment, in full or part, of all or a portion of certain outstanding borrowings availed by the Company, including the interest accrued thereon and pre-payment charges, if any, details of which are set out below at paragraph 1.3(a), which shall be 43.33% (forty-three point three three per cent) of the Issue Proceeds, aggregating to ₹ 2,60,00,00,000/- (Indian Rupees Two Hundred and Sixty Crore);
- (b) Investment into certain of our subsidiaries, namely KIMS Hospitals Bengaluru Private Limited ("**KIMS Bengaluru**") and Arunodaya Hospitals Private Limited ("**Arunodaya Hospitals**") (KIMS Bengaluru and Arunodaya Hospitals, collectively referred to as "**Target Subsidiaries**"), for repayment or prepayment, in full or part, of all or a portion of certain outstanding borrowings availed by the Target Subsidiaries of the Company, including the interest accrued thereon and pre-payment charges, if any, details of which are set out below at paragraph 1.3(b), which shall be 31.67% (thirty-one point six seven per cent) of the Issue Proceeds, aggregating to ₹ 190,00,00,000/- (Indian Rupees One Hundred and Ninety Crore), out of which for KIMS Hospitals Bengaluru Private Limited shall be 24.17% (twenty-four point one seven per cent) of the Issue Proceeds, aggregating to ₹ 145,00,00,000/- (Indian Rupees One Hundred Forty-Five Crore) and for Arunodaya Hospitals Private Limited shall be 7.50% (seven point five zero per cent) of the Issue Proceeds, aggregating to ₹ 45,00,00,000/- (Indian Rupees Forty-Five Crore); and

- (c) General Corporate Purpose: 25% (twenty-five per cent) of the Issue Proceeds, aggregating to ₹ 149,99,99,778/- (Indian Rupees One Hundred Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight). The general corporate purpose shall not exceed 25% (twenty-five per cent) of the Issue Proceeds, details of which are set out below at the second table to paragraph 1.3(c).

**(collectively referred to below as the “Objects”)**

- 1.2. Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Company’s management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 1 (One) year from the date of receipt of funds for the Warrants (as set out below).
- 1.3. Details of the Object of the Preferential Issue

**(a) Repayment, prepayment, in full or part, of all or a portion of certain outstanding borrowings availed by the Company, including the interest accrued thereon, pre-payment charges, if any, which shall be 43.33% (forty-three point three three per cent) of the Issue Proceeds, aggregating to ₹ 2,60,00,00,000/- (Indian Rupees Two Hundred and Sixty Crore)**

- (i) The Company has entered into various financing arrangements with banks and financial institutions in the ordinary course of business. As on 30 April 2026, the consolidated outstanding borrowings of the Company are approximately ₹ 33,50,25,80,000/- (Indian Rupees Three Thousand Three Hundred Fifty Crore Twenty-Five Lakh Eighty Thousand) and standalone outstanding borrowings of the Company are approximately ₹ 14,68,91,80,000/- (Indian Rupees One Thousand Four Hundred Sixty-Eight Crores Ninety-One Lakhs Eighty Thousand) . The Company proposes to utilise an amount of ₹ 260,00,00,000/- (Indian Rupees Two Hundred and Sixty Crore) from the Issue Proceeds towards repayment, pre-payment in full or part, of certain outstanding borrowings of the Company (together with any interest, charges or other related expenses payable in relation thereto);

- (ii) The details of banker's outstanding of the debts proposed to be re-paid from Issue Proceeds as of 30 April 2026, with respect to the financing availed by the Company, including interest and any other associated prepayment charges, being considered by the Company for repayment/prepayment are set out below:

Sr. No	Name of the Entity	Name of the Bank	Nature of debts	Reason for procurement of debt	Tenure of Loan	Interest per annum (%)	Pre-payment penalty	Total Outstanding as on 30 April 2026 (₹)
1	Krishna Institute of Medical Sciences Limited	Axis Bank Limited	Term Loan	Towards construction of New Block in Secunderabad unit	Door to door tenor of 12 (Twelve) years	7.45%	No prepayment penalty if prepayment is made with written instructions of Axis Bank Limited or paid out of internal accruals or equity/preference	₹ 56,49,12,068/-
2	Krishna Institute of Medical Sciences Limited	Axis Bank Limited	Term Loan	Towards setting up a hospital in Thane	13 (Thirteen) years including 24 (Twenty-Four) months of construction period and 12 (Twelve) months moratorium period.	7.45%	No Prepayment penalty if prepayment is made with written instructions of Axis Bank Limited or paid out of internal accruals or equity/preference	₹ 3,78,59,05,996/-
3	Krishna Institute of Medical Sciences Limited	Axis Bank Limited	Term Loan	Capital expenditure requirement	7 (Seven) years including moratorium period of 12 (Twelve) months	7.25%	No Prepayment penalty if prepayment is made with written instructions of Axis Bank Limited or paid out of internal accruals or equity/preference	₹ 45,00,00,000/-
4	Krishna Institute of Medical Sciences Limited	Federal Bank Limited	Term Loan	Purchase of Equipment	60 (Sixty) months	7.60%	Nil	₹ 86,84,40,000/-
5	Krishna Institute of Medical Sciences Limited	Kotak Mahindra Bank Limited	Term Loan	Working capital Term Loan	60 (Sixty) months	7.95%	For floating rate loan: Charges of 2% per annum not exceeding 2% on the outstanding loan amount	₹ 1,19,19,88,603/-
6	Krishna Institute of Medical Sciences Limited	Kotak Mahindra Bank Limited	Term Loan	Towards Capital expenditure of subsidiaries	120 (One Hundred and Twenty) months including moratorium of 36 (Thirty Six) months	7.95%	For floating rate loan: Charges of 2% p.a not exceeding 2% on the outstanding loan amount	₹ 99,99,33,400/-

- (iii) Such utilization shall be within 1 (One) year from the date of receipt of funds from the proceeds of Warrants.
  - (iv) The Board/Committee has considered and will continue to consider the following factors for identifying the loans that will be repaid, prepaid or redeemed out of the Issue Proceeds: (i) costs, expenses and charges relating to the facility/borrowing including interest rates involved; (ii) presence of onerous terms and conditions under the facility; (iii) ease of operation of the facility; (iv) levy of any prepayment penalties and the quantum thereof; (v) terms of pre-payment to lenders, if any; (vi) mix of credit facilities provided by lenders; and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.
  - (v) Certain financing arrangements of the Company may provide for payment of prepayment penalty, redemption or foreclosure charges and related costs. Such amounts, if applicable, may be paid out of the Issue Proceeds.
  - (vi) The amounts outstanding under the Company's borrowing facilities may fluctuate from time to time due to various factors, including intermediate repayments and additional drawdowns. Consequently, the outstanding borrowings under such facilities may vary periodically. The Company may, from time to time, repay, refinance, enter into new financing arrangements, or draw down funds from existing borrowing facilities and therefore, the facilities towards which such funds would be utilised cannot be determined as on the date of this Notice. The Company may utilise a portion of the Issue Proceeds from this offering towards the repayment, prepayment and/or redemption of existing or additional indebtedness, as may be determined based on various commercial considerations as set out above. Accordingly, the precise facilities against which the Issue Proceeds may ultimately be utilised may vary at the time of utilisation, subject always to the Objects set out in this Notice and applicable law.
- (b) Investment into certain of our Target Subsidiaries, namely KIMS Hospitals Bengaluru Private Limited and Arunodaya Hospitals Private Limited, for repayment or prepayment, in full or part, of all or a portion of certain outstanding borrowings availed by the Target Subsidiaries of the Company, including the interest accrued thereon and pre-payment charges, if any, which shall be 31.67% (thirty-one point six seven per cent) of the Issue Proceeds, aggregating to ₹ 190,00,00,000/- (Indian Rupees One Hundred and Ninety Crore), out of which for KIMS Hospitals Bengaluru Private Limited shall be 24.17% (twenty-four point one seven per cent) of the Issue Proceeds, aggregating to ₹ 145,00,00,000/- (Indian Rupees One Hundred and Forty-Five Crore) and for Arunodaya Hospitals Private Limited shall be 7.50% (seven point five zero per cent) of the Issue Proceeds, aggregating to ₹ 45,00,00,000/- (Indian Rupees Forty Five Crore)**
- (i) We believe that such repayment and/or pre-payment of certain loans by utilizing the Issue Proceeds will help reduce our outstanding consolidated indebtedness. Further, it will reduce our consolidated debt-servicing costs and improve our consolidated debt equity ratio and enable utilisation of our accruals for further investment in our business growth and expansion.
  - (ii) Target Subsidiaries, namely KIMS Hospitals Bengaluru Private Limited and Arunodaya Hospitals Private Limited have entered into various financing arrangements with banks and financial institutions in the ordinary course of business. As on 30 April 2026, the outstanding borrowings of the KIMS Hospitals Bengaluru Private Limited and Arunodaya Hospitals Private Limited are approximately ₹ 6,34,77,34,205/- (Indian Rupees Six Hundred Thirty-Four Crore Seventy-Seven Lakh Thirty-Four Thousand Two Hundred and Five) and ₹ 74,77,69,945/- (Indian Rupees Seventy-Four Crore Seventy-Seven Lakh Sixty-Nine Thousand Nine Hundred Forty-Five) respectively aggregating to ₹ 7,09,55,04,150/- (Indian Rupees Seven Hundred Nine Crore Fifty-Five Lakh Four Thousand One Hundred and Fifty).

- (iii) The Company proposes to utilise an amount of ₹190,00,00,000/- (Indian Rupees One Hundred and Ninety Crore) from the Issue Proceeds towards investments into KIMS Hospitals Bengaluru Private Limited and Arunodaya Hospitals Private Limited, for repayment or prepayment, in full or part, of all or a portion of certain outstanding borrowings availed by the Target Subsidiaries of the Company out of which for KIMS Hospitals Bengaluru Private Limited, 24.17% (twenty-four point one seven per cent) of the Issue Proceeds, aggregating to ₹ 145,00,00,000/- (Indian Rupees One Hundred Forty-Five Crore) and for Arunodaya Hospitals Private Limited, 7.50% (seven point five per cent) of the Issue Proceeds, aggregating to ₹ 45,00,00,000/- (Indian Rupees Forty-Five Crore), including the interest accrued thereon and pre-payment charges, if any. The form of infusion of such investments proposed by our Board after considering certain commercial and financial factors is either by way of equity or debt instruments. The actual mode of such deployment has not been finalised as on the date of this Notice;
- (iv) The details of banker's outstanding of the debts proposed to be re-paid from Issue Proceeds as of 30 April 2026, with respect to the financing availed by the Target Subsidiaries, including interest and any other associated prepayment charges, being considered by the Company and the Target Subsidiaries for repayment/prepayment are set out below:

Sr. No.	Name of the Entity	Name of the Bank	Nature of debts	Reason for procurement of debt	Tenure of Loan	Interest per annum (%)	Pre-payment penalty	Total Outstanding as on 30 April 2026 (₹)
1.	KIMS Hospitals Bengaluru Private Limited	ICICI Bank Limited	Term Loan	Capital expenditure for construction of hospital and purchase of equipment	Door to door tenor of 36 quarters i.e., 9 (Nine) years including 6 (Six) quarters of moratorium	8.00%	Nil prepayment premium from 2nd year (from commencement of operation date) onwards for the prepayment done from internal accruals, subject to the borrower providing an irrevocable prior written notice of 15 (Fifteen) days in advance	₹ 2,27,83,40,879/-
2.	Arunodaya Hospitals Private Limited	Indusind Bank Limited	Term Loan	For setting up a new block and renovation of old block including equipment	Door to door tenor of 9 (Nine) years including moratorium of 2 (Two) years	7.25%	Prepayment penalty of 2% on the outstanding amount.	₹ 3,78,59,05,996/-
3.	KIMS Hospitals Bengaluru Private Limited	Axis Bank Limited	Working Capital requirement	Working capital demand loan	Repayable on demand	7.95%	Nil	₹ 45,00,00,000
<b>Total</b>								<b>₹ 3,42,71,29,983/-</b>

- (v) Such utilization shall be within 1 (One) year from the date of receipt of funds from the proceeds of Warrants.
- (vi) The Board/Committee, as well as the board of the Target Subsidiaries, has considered and will continue to consider the following factors for identifying the loans that will be repaid, prepaid or redeemed out of the Issue Proceeds: (i) costs, expenses and charges relating to the facility/borrowing including interest rates involved; (ii) presence of onerous terms and conditions under the facility; (iii) ease of operation of the facility; (iv) levy of any prepayment penalties and the quantum thereof; (v) terms of pre-payment to lenders, if any; (vi) mix of credit facilities provided by lenders; and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.
- (vii) Certain financing arrangements of the Target Subsidiaries may provide for payment of prepayment penalty, redemption or foreclosure charges and related costs. Such amounts, if applicable, may be paid out of the Issue Proceeds.

(viii) The amounts outstanding under the borrowing facilities of the Target Subsidiaries may fluctuate from time to time due to various factors, including intermediate repayments and additional drawdowns. Consequently, the outstanding borrowings under such facilities may vary periodically. The Target Subsidiaries may, from time to time, repay, refinance, enter into new financing arrangements, or draw down funds from existing borrowing facilities and therefore, the facilities towards which such funds would be utilised cannot be determined as on the date of this Notice. The relevant subsidiaries may utilise a portion of the investments made by the Company from the Issue Proceeds from this offering towards the repayment, prepayment and/or redemption of existing or additional indebtedness, as may be determined based on various commercial considerations as set out above. Accordingly, the precise facilities against which the Issue Proceeds may ultimately be utilised may vary at the time of utilisation, subject always to the Objects set out in this Notice and applicable law.

**(b) General Corporate purposes**

- (i) 25% (twenty-five per cent) of the Issue Proceeds, aggregating to ₹ 149,99,99,778/- (Rupees One Hundred Forty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight) which shall not exceed 25% (twenty-five per cent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, constitution of joint ventures or acquisitions, investment in subsidiaries (other than in respect of the Objects as described above), meeting working capital requirements, expenses and investments of the Company, other strategic initiatives, augmenting long-term cash resources, funding growth (organic or inorganic) opportunities, including acquisitions and meeting exigencies, meeting expenses, other expenditure considered expedient by our Company as applicable in such a manner and proportion as may be decided by the Board or the Committee from time to time, and/or any other general purposes as may be permissible under applicable laws (“**General Corporate Purposes**”).
- (ii) Such utilization shall be within 1 (One) year from the date of receipt of funds from the proceeds of Warrants.

1.4. In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022 and the BSE Circular No. 20221213-47 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten per cent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board/Committee, subject to compliance with applicable laws.

1.5. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board/Committee, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board/Committee, subject to compliance with applicable laws.

**1.6. Interim Use of Issue Proceeds**

The Board (which term shall include any committee of the Board), from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with applicable laws. Pending utilization of issue proceeds, the funds received by the Company in connection with the Preferential Issue shall be kept in a bank account with a scheduled commercial bank or permitted short term instruments such as money market instruments, liquid mutual funds and other treasury instruments as may be allowed under applicable laws and will not use the Issue Proceeds for any purpose inconsistent with the aforesaid Objects. The funds received by the Company in connection with the Preferential Issue pending utilization shall not be kept in capital eroding instruments.

## 2. Monitoring of utilisation of funds

- 2.1. Given that the size of the Preferential Issue exceeds ₹ 100,00,00,000 (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, a SEBI registered Credit Rating Agency (bearing registration number IN/CRA/004/1999) as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).
- 2.2. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (one hundred per cent) of the Issue Proceeds have been utilized.
- 2.3. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations.
- 2.4. The Company shall, within 45 (Forty-Five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

## 3. Relevant Date

- 3.1. The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is Tuesday, 9 June 2026 i.e., 30 (Thirty) days prior to the date of the Extraordinary General Meeting i.e., Thursday, 9 July 2026.

## 4. Particulars of the Preferential Issue including terms of the Issue, date of passing of Board resolution, kind of securities offered, total/maximum number of securities to be issued, and the issue price

- 4.1. The Board, at its meeting held on Saturday, 13 June 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 77,02,182 (Seventy-Seven Lakh Two Thousand One Hundred and Eighty-Two) Warrants to the Proposed Allottees, each at a price of ₹ 779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven each) such price being not less than the higher of the floor price as on the relevant date (as set out above under paragraph 3.1) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the provisions of the articles of association of the Company, (i.e., basis the price determined by the valuation report of a registered valuer), aggregating to ₹ 5,99,99,99,778/- (Indian Rupees Five Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight), for a cash consideration, by way of a preferential issue on a private placement basis, in the manner set out below:

Sr. No.	Name of Applicant/Proposed Allottees	Promoter/Non-promoter	Number of Warrants	Aggregate Consideration (₹)
1.	Dr. Abhinay Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
2.	Mr. Adwik Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
3.	Bharas Ventures LLP, a limited liability partnership with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP	Promoter Group	12,83,698	₹ 1,00,00,00,742/-
<b>Total</b>			<b>77,02,182</b>	<b>₹ 5,99,99,99,778/-</b>

- 4.2. Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 2/- (Indian Rupees Two) each at the option of Warrant holders, in one or more tranches, within 18 (Eighteen) months from the date of allotment of Warrants.
- 4.3. The resolution set out in the accompanying notice authorises the Board to raise funds aggregating to ₹ 5,99,99,99,778/- (Indian Rupees Five Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight) by way of issuance of 77,02,182 (Seventy-Seven Lakh Two Thousand One Hundred and Eighty-Two) warrants, each convertible into, or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of ₹ 2/- (Indian Rupees Two) each at a price of ₹779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven) each) each payable in cash.
- 4.4. An amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Proposed Allottees will be required to make the balance payment of the Warrant Exercise Amount which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company.

**5. Basis or justification for the price (including the premium, if any) has been arrived at**

- 5.1. The equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). The equity shares are “frequently traded” in terms of the SEBI ICDR Regulations and floor price has been determined to be the higher of the floor price arrived at in accordance with SEBI ICDR Regulations and the provisions of the articles of association of the Company, (i.e., basis the price determined by the valuation report of a registered valuer, which valuation report is available for access by the members at the following link [https://assets.kimshospitals.com/docs/production/Pref\\_valuation\\_report\\_1781535110.pdf](https://assets.kimshospitals.com/docs/production/Pref_valuation_report_1781535110.pdf)). Further, NSE, being the stock exchange with highest trading volume during preceding 90 (Ninety) trading days has been considered for the purpose of determination of equity shares of the Company being “frequently traded” in terms of the SEBI ICDR Regulations.
- 5.2. In terms of the SEBI ICDR Regulations, in case of frequently traded shares, the floor price/minimum issue price at which the Warrants (fully convertible into equity shares) can be issued is ₹ 778.80/- (Indian Rupees Seven Hundred and Seventy Eight point eighty) per Warrant, as per the pricing formula prescribed under Regulation 164(1) of the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:
  - (a) 90 (Ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e., ₹ 699.84/- (Indian Rupees Six Hundred and Ninety-Nine point eight four) per equity share;
  - (b) 10 (Ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e., ₹ 778.80/- (Indian Rupees Seven Hundred and Seventy Eight point eighty) per equity share; and,
  - (c) Floor price determined in accordance with the provisions of the articles of association of the Company, i.e., basis the price determined by the valuation report of a registered valuer i.e., ₹ 778.80/- (Indian Rupees Seven Hundred and Seventy-Eight point eighty) per equity share.
- 5.3. The valuation report obtained from Mr. Bhavin R. Patel, independent registered valuer, is available on the Company’s website and is accessible at link [https://assets.kimshospitals.com/docs/production/Pref\\_valuation\\_report\\_1781535110.pdf](https://assets.kimshospitals.com/docs/production/Pref_valuation_report_1781535110.pdf)
- 5.4. The certificate from IKR & Associates, Practicing Company Secretary, certifying compliance of the Warrants Issue Price for the Preferential Issue of the Company with the pricing formula prescribed under Chapter V of the SEBI ICDR Regulations, is available on the Company’s website and is accessible at link [https://assets.kimshospitals.com/docs/production/Pricing\\_certificate\\_1781676983.pdf](https://assets.kimshospitals.com/docs/production/Pricing_certificate_1781676983.pdf)
- 5.5. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to ₹ 778.80/- (Indian Rupees Seven Hundred and Seventy-Eight point eighty) each.

- 5.6. After considering the above, it was decided to issue the Warrants, to be allotted on a preferential basis to Proposed Allottees, at a price of ₹ 779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven) each) each, which is not less than the higher of the floor price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the provisions of the articles of association of the Company, (i.e., basis the price determined by the valuation report of a registered valuer).
- 5.7. As the equity shares of the Company are frequently traded and the issue price is determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations and since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, under applicable provisions of the SEBI ICDR Regulations, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price. Separately, pursuant to the requirements of the proviso to Regulation 164(1) of the SEBI ICDR Regulations, which requires the Company to consider any other method of determination of the floor price prescribed under the Company's Articles of Association if the resultant floor price is higher than the floor price computed in accordance with Regulation 164(1) of the SEBI ICDR Regulations, read along with Article 17(1)(f) of the Company's Articles of Association, which requires a valuation report by a registered valuer for a preferential allotment of the Company's securities, the Company has also considered the price determined by a registered valuer and the Proposed Preferential Issue does not involve an issuance at a price below such valuer determined price.
- 5.8. Further, given that the equity shares of the Company have been listed for a period of more than 90 (Ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations. Nonetheless, if the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottee within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution shall continue to be locked-in until the time such amount is paid by the Proposed Allottee.
- 5.9. Accordingly, the Board has considered the issue of 77,02,182 (Seventy Seven Lakh Two Thousand One Hundred and Eighty Two) Warrants at a price of ₹ 779.00/- (Indian Rupees Seven Hundred and Seventy-Nine) (including a premium of ₹ 777.00/- (Indian Rupees Seven Hundred and Seventy-Seven) each) each exercisable into equivalent number of equity shares of the Company of face value of ₹ 2/- (Indian Rupees Two), which price is higher than the floor price determined in accordance with applicable provisions of the SEBI ICDR Regulations as detailed above.

## **6. Amount which the Company intends to raise by way of such securities**

Amount aggregating to ₹ 5,99,99,99,778/- (Indian Rupees Five Hundred Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Seventy-Eight), of which 25% (twenty-five per cent) will be received at the time of allotment of Warrants, and the balance 75% (seventy-five per cent) would be received at the time of conversion of Warrants to equity shares of the Company and allotment of the same to the Proposed Allottee.

## **7. Name and address of valuer who performed valuation**

Pursuant to Article 17(1)(f) of the Company's articles of association, the Company has procured a valuation report of a registered valuer, i.e., Mr. Bhavin R. Patel bearing registration number IBBI/RV/05/2019/11668 and having registered address at Phoenix Complex Nr Suraj Plaza Sayajigunj Vadodara 390 020, whose valuation report is available on the Company's website and is accessible at link [https://assets.kimshospitals.com/docs/production/Pref\\_valuation\\_report\\_1781535110.pdf](https://assets.kimshospitals.com/docs/production/Pref_valuation_report_1781535110.pdf)

**8. The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the following allottees, each being part of the Promoter and Promoter Group of the Company and holding a valid PAN,

Sr. No.	Name of Applicant/Proposed Allottees	Promoter/Non-promoter	Number of Warrants	Aggregate Consideration (Rs.)
1.	Dr. Abhinay Bollineni	Promoter	32,09,242	Rs. 2,49,99,99,518/-
2.	Mr. Adwik Bollineni	Promoter	32,09,242	Rs. 2,49,99,99,518/-
3.	Bharas Ventures LLP, a limited liability partnership with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP.	Promoter Group	12,83,698	1,00,00,00,742/-
<b>Total</b>			<b>77,02,182</b>	<b>Rs. 5,99,99,99,778/-</b>

**9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

During the financial year, the Company has not made any allotment on preferential basis till date.

**10. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees i.e., the following persons,

Sr. No.	Name of Applicant/Proposed Allottees	Promoter/Non-promoter	Number of Warrants	Aggregate Consideration (₹)
1.	Dr. Abhinay Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
2.	Mr. Adwik Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
3.	Bharas Ventures LLP, a limited liability partnership with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP	Promoter Group	12,83,698	₹ 1,00,00,00,742/-
<b>Total</b>			<b>77,02,182</b>	<b>₹ 5,99,99,99,778/-</b>

Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

## 11. Shareholding pattern of the Company (including Promoter or Non- Promoter) before and after the Preferential Issue

Sr. No.	Category of Shareholder(s)	Pre – Issue@ (as on 31 March 2026)		No. of Outstanding Warrants	Proposed Warrants to be allotted	Post – Issue*^#	
		No. of shares held	% of shareholding (up to two decimal places)			No. of shares held	% of shareholding (up to two decimal places)
<b>A</b>	<b>Promoters &amp; Promoter</b>	-	-	-	-	-	-
	<b>Group Holding</b>						
<b>1</b>	<b>Indian</b>	-	-	-	-	-	-
a)	Individual	11,22,86,020	28.06%	NIL	64,18,484	11,87,04,504	29.11%
b)	Bodies corporate	2,42,03,310	6.04%	NIL	12,83,698	2,54,87,008	6.25%
c)	Others (Promoter Trust and HUF)	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-total	13,64,89,330	34.11%	NIL	77,02,182	14,41,91,512	35.35%
<b>2</b>	Foreign promoters	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-total (A)</b>	<b>13,64,89,330</b>	<b>34.11%</b>	<b>NIL</b>	<b>77,02,182</b>	<b>14,41,91,512</b>	<b>35.35%</b>
<b>B</b>	<b>Non-Promoters Holding</b>	-	-	-	-	-	-
<b>1</b>	Institutional Investors	18,83,30,916	47.06%	NIL	NIL	18,83,30,916	46.18%
<b>2</b>	Non-Institutional Investors	7,53,18,689	18.82%	NIL	NIL	7,53,18,689	18.47%
a)	Private corporate bodies	5,41,869	0.13%	NIL	NIL	5,41,869	0.13%
b)	Trust	349	0.00%	NIL	NIL	349	0.00%
c)	Directors and relatives	1,73,62,810	4.33%	NIL	NIL	1,73,62,810	4.26%
d)	Indian public	4,73,88,375	11.84%	NIL	NIL	4,73,88,375	11.62%
e)	Others including Non-resident Indians (NRIs)	1,00,25,286	2.50%	NIL	NIL	1,00,25,286	2.46%
	<b>Sub-total (B)</b>	<b>26,36,49,605</b>	<b>65.89%</b>	<b>NIL</b>	<b>NIL</b>	<b>26,36,49,605</b>	<b>64.65%</b>
	<b>Grand Total (A+B)</b>	<b>40,01,38,935</b>	<b>100.00%</b>	<b>NIL</b>	<b>77,02,182</b>	<b>40,78,41,117</b>	<b>100.00%</b>

@ The pre-issue shareholding pattern set out above is as of 31 March 2026.

^The number of equity shares proposed to be allotted or to be allotted post conversion of Warrants into Equity shares provided above has been provided assuming that all Warrants, at a conversion ratio of 1:1, will be converted by the Proposed Allottees within the timelines prescribed as per the SEBI ICDR Regulations.

\* The post preferential percentage of shareholding has been calculated assuming that all Warrants, at a conversion ratio of 1:1, will be converted into Equity shares by the Proposed Allottees within the timelines prescribed as per the SEBI ICDR Regulations.

# In the event that any further issue of shares of the Company between the date of this notice and the date of allotment of equity shares upon exercise of the Warrants is undertaken, the shareholding pattern shall stand modified accordingly.

## 12. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 (Fifteen) days from the date of such approval(s) or permission(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and/or Regulatory Authorities etc. An amount, not being less than 25% (twenty-five per cent) of the issue price shall be payable before allotment of the warrants.

## 13. Principal terms of assets charged as securities

Not applicable.

## 14. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

### 14.1. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

### 14.2. Conversion and other related matters:

- (i) The Proposed Allottees shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of ₹ 2/- (Indian Rupees Two) each, in one or more tranches, by delivering a notice of conversion (“**Conversion Notice**”) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (“**Conversion Date**”).
- (ii) The conversion ratio is 1 (One) equity share in lieu of 1 (One) Warrant.
- (iii) An amount equivalent to 25% (twenty-five per cent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Proposed Allottees will be required to make the balance payment of the Warrant Exercise Amount which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company.
- (iv) Prior to the Conversion Date, the Proposed Allottees shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Proposed Allottees in lieu of the relevant Warrants.
- (v) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from each of the Proposed Allottees respectively and the relevant documents thereof are maintained by the Company as on the date of certification.
- (vi) The Company shall issue and allot the equity shares to the Proposed Allottees in dematerialised form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Proposed Allottees pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the respective Proposed Allottee’s demat account within 7 (seven) business days from the Conversion Date.
- (vii) The Proposed Allottees shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- (viii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Proposed Allottees issue a Conversion Notice in accordance with paragraph 14.2(i) above.

### 14.3. Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees if any shall be under lock-in, in accordance with Chapter V of the SEBI ICDR Regulations.

#### 14.4.Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares, and the Warrants by itself, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company. However, Proposed Allottee shall be entitled to any corporate action such as issuance of bonus shares, rights issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into equity shares. Further, in the event that the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, buy-backs or any other reorganization of the Company or its share capital, necessary adjustments with respect to the terms of the aforesaid warrants and such other action as may be deemed necessary or appropriate or equitable by the Board shall be taken to reflect such corporate actions.

#### 15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee

Dr. Abhinay Bollineni and Mr. Adwik Bollineni are natural persons and promoters of the Company.

Given that Bharas Ventures LLP is not a natural person,

(a) the identity of the natural persons who are its ultimate beneficial owners are set out below:

Name of the Allottee	Name of beneficial owners of the Applicant (If Applicant is not a natural person, identity of the natural person who are the ultimate beneficial owner(s) of the Applicant, if applicable)
Bharas Ventures LLP	Dr. Bhaskara Rao Bollineni
	Rajyasri Bollineni

(b) other than the persons set out above, no other natural person has neither contributed to the capital of, nor has a claim to the profits of, Bharas Ventures LLP.

(c) the identity of the designated partners of Bharas Ventures LLP are set out below:

Name of the Allottee	Name of beneficial owners of the Applicant (If Applicant is not a natural person, identity of the natural person who are the ultimate beneficial owner(s) of the Applicant, if applicable)	DPIN of the designated partner
Bharas Ventures LLP	Dr. Bhaskara Rao Bollineni	00008985
	Rajyasri Bollineni	01229615

#### 16. The percentage of the post-preferential issue capital that may be held by the Proposed Allottee (as defined hereinabove)

Name of the Allottee	Promoter/ Non-promoter	Pre issue shareholding (No. of shares)	Pre Issue % Holding@	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity^	Post issue shareholding (No. of shares)^	Post Issue % Holding*	Name of ultimate beneficial owners
Dr. Abhinay Bollineni	Promoter	2,36,495	0.06%	32,09,242	34,45,737	0.84%	N/A
Mr. Adwik Bollineni	Promoter	40,640	0.01%	32,09,242	32,49,882	0.80%	N/A
Bharas Ventures LLP	Promoter Group	NIL	NIL	12,83,698	12,83,698	0.31%	Dr. Bhaskara Rao Bollineni (being promoter of the Company) and Ms. Rajyasri Bollineni (being promoter of the Company)^
<b>Total</b>		<b>2,77,135</b>	<b>0.07%</b>	<b>77,02,182</b>	<b>79,79,317</b>	<b>1.96%</b>	-

@The pre-issue shareholding set out above is as of 31 March 2026.

^The number of equity shares proposed to be allotted or to be allotted post conversion of Warrants into Equity shares provided above has been provided assuming that all Warrants, at a conversion ratio of 1:1, will be converted into equity shares by the Proposed Allottees within the timelines prescribed as per the SEBI ICDR Regulations.

\* The post preferential percentage of shareholding has been calculated assuming that all Warrants, at a conversion ratio of 1:1, will be converted into equity shares by the Proposed Allottees within the timelines prescribed as per the SEBI ICDR Regulations.

# In the event that any further issue of shares of the Company between the date of this notice and the date of allotment of equity shares upon exercise of the Warrants is undertaken, the shareholding shall stand modified accordingly.

^^ The inter-se allocation of contribution made to the capital of and profit-sharing of Bharas Ventures LLP between its partners is 50% (fifty per cent) each, respectively.

**17. Change in control, if any, in the Company consequent to the Preferential Issue**

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue or the resultant allotment of equity shares upon conversion of the Warrants. However, voting rights will change commensurately with the change in shareholding pattern of the Company.

**18. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

The following amounts will be respectively contributed by the Proposed Allottees, members of Promoter Group:

Sr. No.	Name of Applicant/Proposed Allottees	Promoter/Non-promoter	Number of Warrants	Aggregate Consideration (₹)
1.	Dr. Abhinay Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
2.	Mr. Adwik Bollineni	Promoter	32,09,242	₹ 2,49,99,99,518/-
3.	Bharas Ventures LLP, a limited liability partnership with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP	Promoter Group	12,83,698	₹ 1,00,00,00,742/-
<b>Total</b>			<b>77,02,182</b>	<b>₹ 5,99,99,99,778/-</b>

No Promoter or member of the Promoter Group, except for the Proposed Allottees, or any Director of the Company, is making any contribution as a part of the Preferential Issue.

**19. Undertaking:**

The Company hereby undertakes that:

- 19.1. None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- 19.2. The Company is in compliance with the conditions for continuous listing of its equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by Securities and Exchange Board of India thereunder;
- 19.3. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- 19.4. As the Equity Shares have been listed for a period of more than 90 (Ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;

- 19.5. The Company does not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.
- 19.6. The Company shall re-compute the price of the Warrants to be allotted under the Preferential Issue, in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;
- 19.7. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted upon exercise and conversion of Warrants under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Warrant holder.
- 19.8. Prior to allotment of the Warrants, the Company will obtain 'in-principle' approval from the BSE Limited and the National Stock Exchange of India Limited for the Proposed Preferential Issue.
- 19.9. In the event of allotment of Equity Shares upon exercise and conversion of Warrants, the Company will obtain necessary approvals from the BSE Limited and the National Stock Exchange of India Limited.
- 19.10. Upon approval of the Proposed Preferential Issue by the members of the Company and further receipt of 'in-principle' approval from BSE Limited and the National Stock Exchange of India Limited, the Company will issue a private placement offer cum application letter in Form PAS 4 to the Proposed Allottees and maintain a complete record of private placement in Form PAS 5. The return of allotment in Form PAS 3 will be filed within the prescribed timeline.

**20. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter**

Dr. Abhinay Bollineni and Mr. Adwik Bollineni are natural persons and promoters of the Company.

Bharas Ventures LLP is a limited liability partnership and part of the Promoter Group of the Company with Dr. Bhaskara Rao Bollineni (being Promoter of the Company) and Ms. Rajyasri Bollineni (being Promoter of the Company) having made the entire capital contribution of Bharas Ventures LLP. Apart from the aforesaid persons, no other person has contributed to the capital of, or is entitled to the profits of, Bharas Ventures LLP.

**21. Valuation and justification for the allotment proposed to be made for consideration other than cash**

Not applicable as the allotment will be made for cash.

**22. Lock-in period**

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be under lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

**23. Practicing Company Secretary's Certificate**

The certificate from M/s. IKR & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations is available on the Company's website and is accessible at link [https://assets.kimshospitals.com/docs/production/Pcs\\_compliance\\_certificate\\_1781676799.pdf](https://assets.kimshospitals.com/docs/production/Pcs_compliance_certificate_1781676799.pdf)

**24. Other disclosures**

- 24.1. During the period from 1 April 2026 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares. However, the Board of Directors of the Company at its meeting held on 11 March 2026 approved the proposal for the Qualified Institutions Placement ("QIP") in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and shareholder approval by way of a special resolution was received on 15 April 2026 for issuance of equity shares through a QIP, which is still pending for the allotment.
- 24.2. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- 24.3. The Proposed Allottees (and the other promoters and promoter group members) have confirmed that they have not sold or transferred any equity shares of the Company during the 90 (ninety) days preceding the Relevant Date and are eligible for allotment of convertible warrants on preferential basis.

24.4. The Company is making an application to the Stock Exchanges seeking their in-principle approval for the Preferential Issue on the same day when the Notice will be sent for seeking Members approval by way of special resolution.

24.5. The Company has obtained the Permanent Account Number of the Proposed Allottees.

24.6. The pre-preferential allotment holdings of the Proposed Allottees, if any are in dematerialised form as on date.

Dr. Bhaskara Rao Bollineni, Dr Abhinay Bollineni and Mr. Adwik Bollineni and his/her relatives to the extent of their shareholding interest, if any, may be deemed to be concerned or interested in the said resolution. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees by the Company is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to the Warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

#### **In respect of Item No. 2**

Mr. Adwik Bollineni is one of the Promoters of the Company and has been associated with the Company for more than 5 years. He was appointed as Non-Executive Director of the Company with effect from November, 28, 2023.

After considering his potential and proposed responsibility for overseeing and managing the operations of the Andhra Units, the Board of Directors in its meeting held on May 15, 2026 approved his appointment of Executive Director as recommended by the Nomination & Remuneration Committee, subject to approval of the Shareholders.

Further the Board of Directors of the Company ("**Board**"), at its meeting held on May 15, 2026 had, subject to the approval of the shareholders, approved the remuneration of ₹1,25,00,000 (Rupees One Crore Twenty Five Lakhs only) per annum, comprising fixed remuneration of ₹85,00,000 (Rupees Eighty Five Lakhs only) per annum and performance-linked variable pay of up to ₹40,00,000 (Rupees Forty Lakhs only) per annum to Mr. Adwik Bollineni as Executive Director of the Company on the terms and conditions as recommended by the Nomination & Remuneration Committee after inter-alia considering the industry benchmarks on remuneration drawn by executives at similar levels.

The Board of Directors therefore recommends the resolution as set out in Item No. 2 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution except for Dr. Bhaskar Rao Bollineni being father of Mr. Adwik Bollineni and Dr. Abhinay Bollineni being brother of Mr. Adwik Bollineni.

The brief profile of Mr. Adwik Bollineni in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this Notice.

By order of the Board  
For **Krishna Institute of Medical Sciences Limited**

**Date:** 15 June 2026

**Place:** Hyderabad

Nagajayanthi J.R  
Company Secretary & Compliance Officer  
M.No. F7148

**Annexure – A**

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT AT THE EGM**

**(Pursuant to Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard-2)**

<b>Particulars</b>	<b>Mr. Adwik Bollineni</b>
<b>Director Identification Number (DIN)</b>	06549059
<b>Age</b>	34
<b>Date of first appointment on the Board</b>	November, 28, 2023
<b>Nationality</b>	Indian
<b>Qualifications</b>	Bachelor’s Degree in Business Administration from Goenka Institute, Delhi (Affiliated with Lancaster University, London)
<b>Experience and expertise in specific functional areas</b>	Mr. Adwik Bollineni serves as the Executive Director of Krishna Institute of Medical Sciences Limited. He is also a governing member of the Aditya Educational Society and has transformed Srikakulam’s Great Eastern Medical School (GEMS) into Andhra Pradesh’s second most sought-after medical college. Under his leadership, GEMS became the first and only Indian institution accredited by the Royal College of Surgeons of England for surgical excellence. Driven by his sharp business acumen, GEMS also earned the 2024 Chief Minister’s Award as the best hospital in Andhra Pradesh.
<b>Terms and Conditions of Reappointment</b>	As per the details provided under the resolution and explanatory statement
<b>Remuneration last drawn (including sitting fees, if any)</b>	NIL
<b>Remuneration proposed to be paid</b>	As mentioned in the resolution and Explanatory Statement.
<b>Directorship held in other public companies</b>	Sarvejana Healthcare Private Limited (Deemed Public Company)
<b>Memberships/ Chairmanships of committees of other public companies</b>	Nil
<b>Directorships held in companies (Other than Public Companies)</b>	(a) Bluebridge Capital Private Limited (b) Shangrila Infracon India Private Limited (c) BVM Hospital Private Limited
<b>Number of Equity Shares held in the Company</b>	40,640
<b>Number of meetings of the Board attended during the financial year.</b>	Attended 6 (Six) out of 9 (Nine) Board meetings held during the Financial Year 2025-26.
<b>Relationship with other Directors/ Key Managerial Personnel</b>	Dr. Bhaskar Rao Bollineni is the father and Dr. Abhinay Bollineni is the brother
<b>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018</b>	We hereby affirm that Mr. Adwik Bollineni is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority
<b>Resignation from Listed Entities in past three years</b>	NIL