Reg. Off: 51/24, Saradha College Road, Salem—636 007.
CIN: L85110TZ2020PLC033974 | **GSTIN:** 33ABDCS8326A1ZP
Tele: 0427-2706674 |**E-mail:** secretarial@shanmugahospital.com
Website: www.shanmugahospital.com
ISIN: INE0TD301017 | **Symbol:** SHANMUGA |**Script Code:** 544365

SHL/SE/2026-27/24

25/08/2026

To
The Listing Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-40000, Maharashtra
Scrip Code: 544365 | **ISIN:** INE0TD301017

Subject: Submission of Notice of 6th Annual General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of 6th Annual General Meeting of the members of the company to be held on **Friday 18th September 2026** at 02:30 PM (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM").

The said Notice of 6th Annual General Meeting is also available on the website of the company.

https://shanmugahospital.com/policy-documents/notice/6th-AGM-Notice.pdf

This is for your information and records.

Thanking you,

For Shanmuga Hospital Limited

ANJANA MARAGATHAM
Digitally signed by ANJANA MARAGATHAM
Date: 2026.08.25 13:50:07 +05'30'

Kannan Anjana Maragatham
Company Secretary & Compliance Officer
M. No. A70080

Shanmuga Hospital Limited

CIN: L85110TZ2020PLC033974

Registered Office: 51/ 24, Saradha College Road, Salem-636007. Tamilnadu.

Tel: 0427-2706674, **Email Id:** secretarial@shanmugahospital.com, **Website:** www.shanmugahospital.com

NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the members of Shanmuga Hospital Limited will be held on Friday 18th day of September 2026 at 02.30 PM (IST) through Video Conference ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM No. 1 TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 TOGETHER WITH THE REPORTS OF BOARD OF DIREC TORS AND AUDITORS THEREON.

To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the report of the Board of Directors and Auditors thereon, be and are hereby received, considered, approved and adopted."

ITEM No. 2 TO APPOINT A DIRECTOR IN PLACE OF MRS. PANNEERSELVAM JAYALAKSHMI (DIN: 10692764), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HERSELFFOR RE-APPOINTMENT.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Panneerselvam Jayalakshmi (DIN: 10692764), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM No. 3 TO APPOINT A DIRECTOR IN PLACE OF MR. KARUPPIAH SARAVANAN (DIN: 10692765), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELFFOR RE-APPOINTMENT.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Karuppiah Saravanan (DIN: 10692765), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

ITEM No. 4 APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND SUBSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolutions as **Special Resolutions:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of Association of the Company and subject to the approval of the members and such approvals, consents, permis sions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakh) Number of equity shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divid ed into 2,50,00,000 (Two Crore Fifty Lakh) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing shares in all respects.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to subsequently alter the Memorandum of Association of the Company by substituting the existing Clause V there of by the following new Clause V as under:

> *"The Authorised share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares with face value of Rs. 10/- (Rupees Ten) each, with powers of the Board from time to time to increase or reduce its capital and to divide/consolidate the share in the capital for the time being in to other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, condi tions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf."*

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto."

ITEM No. 5 APPROVAL FOR THE AMENDMENT IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCI ATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolutions as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013("Act") and rules made thereunder including any statutory modifica tion(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association ("MOA") of the Company by adding the following Clause after Clause 4 in the following manner:

Addition of Clause 5 and 6 to the Main Object Clause of the Memorandum of Association of the Company

"5. To carry on the business of providing administrative, operational, management, technical, academic, training, consultancy and other allied support services to medical colleges, nursing colleges, paramedical institutions, teaching hospitals, healthcare institutions and other medical educational establishments.

6. To carry on the business of designing, developing, creating, owning, licensing, marketing, selling, distributing, implementing, maintaining, upgrading and otherwise dealing in computer software, software products, mobile applications, web applications and other digital applications and solutions, whether developed by the Company or otherwise acquired, in India or abroad."

RESOLVED FURTHER THAT any of the Directors of the Company of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all ques tions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authori ty of this resolution."

ITEM No. 6 APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Incorporation) Rules, 2014, and subject to such other approvals, permissions, consents and sanctions of any statutory or regulatory authority as may be required, the approval of the members of the Company be and is hereby accorded for effecting the following alterations to the existing Articles of Association of the Company:

a Insertion of a new clause titled "Definitions" under the heading "Interpretation", incorporating the definitions of the terms used in the Articles of Association, as set out in Part A below;

b Substitution of the existing heading "Share Capital and Variation of Rights" and the existing Articles numbered 1 to 9 thereunder, with a new heading "Share Capital" comprising new Articles 1 to 5, as set out in Part B below;

c Insertion of a new heading "Variation of Rights of Shareholders" comprising new Articles 6 and 7, as set out in Part C below;

d Insertion of a new heading "Further Issue of Share Capital" comprising new Articles 8, 8.1 to 8.5 and 9, as set out in Part D below; and

e Deletion of the existing Articles 2, 3 and 8 of the Articles of Association of the Company as set out in Part E below

in each case with such consequential renumbering of the Articles as may be necessary, all as more particularly set out below, which forms part of this resolution

RESOLVED FURTHER THAT the Articles of Association of the Company be and are hereby amended accordingly and that all other Articles of the existing Articles of Association of the Company, in so far as they are not specifically altered, substituted or deleted hereby, shall continue to remain in full force and effect;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company (including any Committee thereof) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings, including filing of the requi site forms and returns with the Registrar of Companies, as it/they may in its/their absolute discretion deem necessary, proper or expedient in relation to the above, and to settle any ques tion, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the members."

ITEM No. 7 APPROVAL FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY UNDER "SHANMUGA HOSPITAL LIMITED EMPLOYEE STOCK OPTION PLAN 2026"

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations") (including any statutory modification(s) or amendment(s) thereto or reenactment or substitution thereof, for the time being in force), pursuant to approval of the Board of Directors of the Company and recommendation of the Nomination and Remuneration Committee and subject to such other approvals, permissions and sanctions as may be neces sary from such regulatory authority(ies) including Department for Promotion of Industry and Internal Trade, RBI, SEBI etc. and subject to such conditions and modifications as may be prescribed or imposed by such regulatory authority(ies), while granting such approvals, permis sions and sanctions, the approval and consent of the members of the Company be and is hereby accorded respectively to the "Shanmuga Hospital Limited Employee Stock Option Plan 2026" "(hereinafter referred to as the "Plan") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee constituted by the Board under Section 178 of the Companies Act, 2013 or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this Resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 3,50,000 (Three Lakh Fifty Thousand) Employee Stock Options ("Option(s)"), the salient features of which are set out in the Statement annexed to this Notice, to or for the benefit of such person(s), who are in perma nent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise (other than Independent Directors and a director(s) who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company) (hereinafter collectively referred to as the "Employee" or "Employees"), as may be decided by the Board under the Plan, exercisable into not more than 3,50,000 (Three Lakh Fifty Thousand) Equity Shares of face value of 10/- each fully paid up, representing 2.57% (two point five seven) of the issued, subscribed and paid-up equity share capital of the Company, on such terms and in such manner as the Board may decide in accordance with the provisions of the law or regula tions issued by the relevant regulatory authority(ies)

RESOLVED FURTHER THAT the number of Options that may be granted to any Employee of the Company, during any one year under the Plan shall not exceed 1% of the Issued Capital of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/consolidation etc., if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the above ceiling of 3,50,000 (Three Lakh Fifty Thousand) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the grant of Options shall be in accordance with the terms and condi tions as regards price, payment, application, allotment etc. as decided by the Board from time to time in accordance with the SBEB Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as stock split/consolidation etc., then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of 10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such stock split/consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT in case of any corporate action(s) such as stock split/consolidation etc., then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of 10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such stock split/consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Plan and to make modifications, changes, purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such ques tions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

ITEM NO. 8 APPOINTMENT OF CS ANURADHA, PRACTICING COMPANY SECRETARY AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE YEARS.

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder, and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of CS Anuradha, Practicing Company Secretary (M.NO: A14640; CoP No.4122) as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from the financial year 2026-27 to the financial year 2030- 31, at such remuneration and out-of-pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Secretarial Auditors and as approved by the Board of Directors of the Company."

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies and/or intimation to Stock Exchanges."

By The Order ofthe Borad of Directors
of Shanmuga Hospital Limited
Sd/-
CS KANNAN ANJANA MARAGATHAM
Company Secretary & Compliance Officer
ICSI M. NO: A70080

Place: Salem
Date: 11-08-2026

NOTES

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated.22.09.2025 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 5.1.2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dt. 03.10.2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting

NOTES

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shanmuga hospital.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023 and General circular No. 09/2024 dated 19.09.2024 and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Direc tors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and Explanatory Statement, including the Memorandum of Association of the Company containing the proposed alterations, shall be available for inspection by the Members through electronic mode. Members seeking inspection of such documents may send an e-mail to secretarial@shanmugahospital.com and the same shall be made available electronically.
10. The board of Directors appointed CS Santhanakrishna Anuradha, Practicing Company Secretary, Salem (ICSI Membership No. A14640) has a Secrutinizer for the 6th Annual General Meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGSARE AS UNDER:

Step1 : Access through Depositories CDSL/NSDLe-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 15th September 2026 from 09:00 AM and ends on 17th September 2026, 05:00P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetingsfor Individual shareholders holding securities in Demat mode CDSL/NSDLis given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Userswho have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon &My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companieswhere the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Additionally, there is also links provided to access the system ofall e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is availableat cdsl website www.cdslindia.com and click on login &My Easi New (Token)Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link availableon www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting optionwhere the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings forPhysical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Detail OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on **"SUBMIT"** tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **Shanmuga Hospital Limited** on which you choose to vote.

(x)On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi)Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

(xiii) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ·The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@shanmugahospital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERSATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1.The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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

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

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shanmugahospital.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shanmugahospital.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9.Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

In order to facilitate the future fund-raising requirements and to support the growth and expansion plans of the Company, the Board of Directors at its meeting held on 11.08.2026 considered it neces sary to increase the Authorised Share Capital of the Company. Accordingly, it is proposed to increase the Authorised Share Capital of the Company from ₹14,00,00,000 divided into 1,40,00,000 Equity Shares of ₹10/- each to ₹25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹ 10/- each ranking pari passu in all respects with the existing Equity Shares of the Company.

Further, in view of increased Authorised share capital it is also necessary to amend clause V of the Memorandum of Association to give effect to the increase in the Authorised Share Capital.

As per the provisions of Sections 13 & 61 of the companies Act, 2013, consent of the members is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out under item no. 4 except to the extent of their shareholding in the Company, if any. The Board, therefore, recommends resolutions set out under business Item no. 4 for consent of the members by way of Ordinary Resolution.

ITEM NO. 5

The Company is presently engaged in the business of providing healthcare services through its hospitals and allied healthcare facilities. As part of its long-term growth strategy and with a view to expanding its presence in the healthcare ecosystem, the Board of Directors has identified opportuni ties to diversify the Company's operations into the fields of medical education and healthcare information technology.

Accordingly, the Company proposes to amend Clause III(A) of the Memo randum of Association by inserting new object clauses enabling it to establish and operate medical colleges, nursing and paramedical institutions, and to undertake the business of development and commercialization of healthcare information technology solutions.

The proposed alteration will enable the Company to expand its business activities, capitalize on emerging opportunities in the healthcare and medical education sectors, diversify its revenue streams and achieve long-term sustainable growth.

The alteration of the Memorandum of Associa tion requires the approval of the members by way of a Special Resolution pursuant to Section 13 and other applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company. The Board, therefore, recommends resolutions set out under business Item no. 5 for consent of the members by way of Special Resolution.

ITEM NO. 6

The Board of Directors of the Company, at its meeting held on August 11, 2026, considered and approved, subject to the approval of the members, the alteration of the Articles of Association of the Company as set out at Item No. 6 of this Notice. The existing Articles of Association of the Company were last altered vide a resolution passed at the Extra-Ordinary General Meeting held on 27th February, 2024. Upon a review of the said Articles, the Board is of the view that it would be in the interest of the Company to:

(i) incorporate a comprehensive set of definitions of the terms used in the Articles of Association, so as to bring the Articles in line with the terminology and provisions of the Companies Act, 2013;
(ii) streamline and rationalise the provisions relating to Share Capital, Variation of Rights of Share holders and Further Issue of Share Capital, so as to bring the same in conformity with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, applicable SEBI Regulations and other applicable laws; and
(iii) delete the existing Articles 2, 3 and 8, which relate to the issue of physical share certificates and other allied matters, since the said provisions have become redundant in view of the present mode of holding and dealing in the securities of the Company in dematerialised form.

In terms of Section 14 of the Companies Act, 2013, any alteration to the Articles of Association of a company requires the approval of the members by way of a Special Resolution. Accordingly, the Board recommends the resolution set out at Item No. 6 of the Notice for approval of the members as a Special Resolution.

A copy of the Articles of Association of the Company as proposed to be altered, together with a copy of the existing Articles of Association, is available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10:00 a.m. and 1:00 p.m. up to the date of the Meeting, and shall also be available for inspection by the members during the continuance of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their respective shareholding, if any, in the Company. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members of the Company.
sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:

To insert following definitions:
Definitions

a. “Act” means “The Companies Act, 2013” or any other statutory modification or re-enactment thereof for the time being in force.
b. “Articles” means these Articles of Association as may, from time to time, be altered by special resolution.
c. “Annual General Meeting” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.
d. “Auditors” means and include those persons appointed as such for the time being by the Com pany or, where so permitted by Applicable Law, by its Board.
e. “Applicable Law” means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.
f. Addition of Clause 5 and 6 to the Main Object Clause of the Memorandum of Association of the Company
g. “Board” or “Board of Directors” means the means the collective body of the directors for the time being of the Company.
h. “Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company. i. “Committee” means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit

i. "Committee" means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit.
j. "Company" or "This Company" means Shanmuga Hospital Limited (Formerly Known as Shanmu ga Hospital Private Limited)
k. "Chief Executive Officer" means an officer of a Company, who has been designated as such by the Company.
l. "Chief Financial Officer" means a person appointed as the Chief Financial Officer of a Company.
m. "Company Secretary" or "Secretary" means a company secretary as defined in clause (c) of sub-Section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a company secretary under the Act.
n. "Debenture" means and includes debenture-stock, bonds and any other debt securities of the Company, whether constituting a charge on the assets of the Company or not.
o. "Depositories Act" means the Depositories Act, 1996 and includes any statutory modification or enactment thereof.
p. "Depository" means a Depository as defined in clause (e) subsection (1) of section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 which has been granted a certificate of registration under sub Section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992.
q. "Independent Director" means a Director fulfilling the criteria of independence and duly appoint ed as per Applicable Law.
r. "Key Managerial Personnel" means such persons as defined in Section 2(51) of Act.
s. "Managing Director" means a Director who, by virtue of the articles of the Company or an agree ment with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of managing Director, by whatever name called.
t. "Meeting" or "General Meeting" means a meeting of Members.
u. "Members" in relation to a company, means- (a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the company, and on its registration, shall be entered as member in its register of members, (b) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (c)every person holding shares in the company and whose name is entered in Register of Beneficial Owners as Beneficial Owner.
v. "Ordinary Resolution" means a resolution referred to in Section 114 of the Act.
w. "Postal Ballot" means voting by post through any electronic mode as permitted under Applicable Law.
x. "Security" means shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
y. "Shares" means the shares into which the Capital of the Company is divided whether held in tangible or fungible form.
z. "Small Shareholder" means a shareholder holding shares of the nominal value of not more than twenty thousand rupees or such other sum as may be prescribed under Applicable Law.
aa. "Special Resolution" means a resolution referred to in Section 114 of the Act.

Term(s) and phrases not specifically defined in these Articles shall bear the same meaning as assigned to the same in the Act. Reference to the singular includes reference to the plural and vice versa; Reference to any gender includes a reference to all genders;

SHARE CAPITAL (in substitution of the existing heading "Share Capital and Variation of Rights" and existing Articles 1 to 9)

II. 1. The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time and the Company may sub-divide, consolidate and increase the Share Capital from time to time and upon the sub-division of Equity Shares, apportion the right to participate in profits in any manner as between the Equity Shares resulting from the sub-division.

2. The Company shall have power, from time to time, to increase or reduce its authorised, issued, subscribed or paid-up Share Capital in accordance with the applicable provisions of the Act, the Rules made thereunder and other applicable laws.

2.1. Subject to the provisions of the Companies Act, 2013, the Rules made thereunder, the Depositories Act, 1996, applicable SEBI Regulations and other applicable laws, the Company shall issue, renew, replace, consolidate, sub-divide, endorse and deal with share certificates and other securities in accordance with the applicable provisions of law. In respect of securities held in dematerialised form, the provisions of the Depositories Act, 1996 and applicable laws shall apply.
2.2. The Company may increase its subscribed capital upon the exercise of an option attached to debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company, subject to the provisions of the Act, the Rules made thereunder, applicable SEBI Regulations and other applicable laws.
2.3. The provisions of Article 2.1 shall, mutatis mutandis, apply to debentures of the Company.

3. The Board may, subject to the provisions of the Companies Act, 2013, the Rules made thereunder, applicable SEBI Regulations and other applicable laws, allot and issue Equity Shares of the Company, as payment or part payment, for any property acquired or purchased by the Company, or for any goods sold or transferred, machinery, equipment or appliances supplied, services rendered, acquisition of any business or undertaking, goodwill, intellectual property rights, technical know-how, or for any other consideration other than cash as may be permitted under applicable law. Such Equity Shares may be issued as fully paid-up or partly paid-up Equity Shares, as may be determined in accordance with the applicable provisions of the Act and other applicable laws. Provided that any such allotment and issue shall be subject to such approvals of the shareholders and other authorities, valuation by a registered valuer and such other requirements as may be applicable under Section 62(1)(c) of the Act, the Rules made thereunder, applicable SEBI Regulations and other applicable laws.

3.1. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

4. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40.
(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

(a) Equity share capital: (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise, in accordance with the Act, the Rules made thereunder and other applicable laws; and
(b) Preference share capital.

Subject to the provisions of Section 55 of the Act, the Rules made thereunder and other applicable laws, the Company shall have the power to issue preference shares which are, or at the option of the Company are, liable to be redeemed within such period as provided in the Act from the date of issue, and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

On the issue of Redeemable Preference Shares, the following provisions shall take effect:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares for the purpose of the redemption;
(b) No such shares shall be redeemed unless they are fully paid;
(c) The premium, if any, payable on redemption shall be provided for in accordance with the provisions of Section 55 of the Act, the Rules made thereunder and other applicable laws; and
(d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise be available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

(c) VARIATION OF RIGHTS OF SHAREHOLDERS (new heading)

6. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act and other applicable laws, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. Provided that, where the variation by one class of shareholders of the rights attached to such class affects the rights of any other class of shareholders, the consent of the holders of not less than three-fourths of the issued shares of such other class shall also be obtained, or a separate special resolution of the holders of the shares of such other class shall be passed, in accordance with Section 48 of the Act.
(b) To every such separate meeting, the provisions of these Articles relating to general meetings shall, mutatis mutandis, apply, subject to the provisions of the Act and applicable laws, and the necessary quorum shall be as prescribed under the Act and these Articles, as applicable.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

(d) FURTHER ISSUE OF SHARE CAPITAL (new heading)

8. Where at any time the Company having share capital proposes to increase its subscribed capital by the issue of further Shares, such Shares shall be offered or issued in accordance with the relevant provisions of the Act, the Rules made thereunder, applicable SEBI Regulations and other applicable laws.

8.1. The Company may issue Equity Shares or other securities to its employees, including directors other than independent directors, or to such other persons as may be permitted under applicable law, under an Employee Stock Option Scheme (ESOP), Employee Stock Purchase Scheme (ESPS) or any other employee benefit scheme, by whatever name called, subject to the provisions of the Companies Act, 2013, the Rules made thereunder, applicable SEBI Regulations, other applicable laws and such approvals as may be required under applicable law.

8.2. A further issue of Shares or other securities may be made in any manner whatsoever as the Board may determine, including by way of rights issue, bonus issue, preferential issue, private placement, conversion of securities or in any other manner permitted under the Act, the Rules made thereunder, applicable SEBI Regulations and other applicable laws, subject to and in accordance with the applicable provisions of Sections 42, 54 (where applicable), 62 and other applicable provisions of the Act and the Rules made thereunder.

8.3. Nothing contained in Articles 8.1 and 8.2 shall apply to the increase of the subscribed Share Capital of the Company caused by the exercise of an option attached to Debentures or other securities issued, or loans raised by the Company, to convert such Debentures, securities or loans into Equity Shares or other securities of the Company.

8.4. Provided that the terms of issue of such Debentures, securities or loans containing such option have been approved before the issue of such Debentures or securities or the raising of such loan, by a Special Resolution passed by the Company in a General Meeting, wherever required under applicable law.

8.5. The Company may issue Debentures or other securities, as defined under the Securities Contracts (Regulation) Act, 1956, and the Rules made thereunder, in compliance with the provisions of the Companies Act, 2013, applicable SEBI Regulations and other applicable laws.

9. Subject to the provisions of the Act, the Rules made thereunder, applicable SEBI Regulations and other applicable laws, the Company may issue, from time to time, share warrants, convertible securities, securities convertible into Equity Shares, exchangeable securities, optionally convertible securities, compulsorily convertible securities or any other securities, instruments or financial instruments permitted under applicable law, upon such terms and conditions relating to issue, allotment, conversion, exchange, redemption, repayment or otherwise, as may be determined in accordance with applicable law. Provided that the Company shall not issue any Equity Shares or securities convertible into Equity Shares at a discount except as may be permitted under applicable law.

(e) DELETION OF EXISTING ARTICLES

The existing Articles 2, 3 and 8 of the Articles of Association (relating to issue of physical share certificates, renewal/replacement of worn-out or lost certificates, and redemption of preference shares by ordinary resolution respectively) shall stand deleted in their entirety, the subject matter thereof having been re-cast, updated and consolidated in Part B and Part D above.

***Note:** All other Articles of the existing Articles of Association of the Company, which are not specifically altered, substituted or deleted as above, shall continue to remain unchanged and in full force and effect*

ITEM NO. 7

Equity based compensation is considered to be an integral part of the employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. The Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The objective of the Plan is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Accordingly, on recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors ("the Board") of the Company at its meeting held on August 11, 2026 approved introduction of the Plan subject to the approval of the Members of the Company and the provisions of the SBEB Regulations, the SEBI (LODR) Regulations and other Accordingly, on recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors ("the Board") of the Company at its meeting held on August 11, 2026 approved introduction of the Plan subject to the approval of the Members of the Company and the provisions of the SBEB Regulations, the SEBI (LODR) Regulations and other applicable laws and authorised the Committee constituted by the Board under Section 178 of the Companies Act, 2013 to formulate the detailed terms and conditions of the Plan and to administer and implement the Plan in accordance with the provisions of the SBEB Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding.

The Plan is formulated in accordance with SBEB Regulations. In accordance with the terms of these resolutions and the Plan, the Options would be granted in one or more tranches as may be decided by the Committee, from time to time. The Company seeks the Members' approval in respect of the Plan and grant of Options to the eligible employees of the Company as decided on this behalf from time to time in due compliance of Regulation 6 of the SBEB Regulations.

The salient features of the Plan are as under:

a Brief Description of the Plan

The Company proposes to introduce the Plan primarily with a view to: (i) attract, retain and incentivize employees and directors of the Company but excluding an independent director; (ii) motivate such employees and directors for performance, higher productivity and sustained corporate growth; and (iii) assist in aligning such employee's and director's interests with that of the shareholders. The Plan contemplates grant of Options to the eligible Employees as may be determined in due compliance of SBEB Regulations. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period. The Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. The Company shall issue Equity Shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations. The liability of paying taxes if any, in respect of the Options granted pursuant to the Plan and the equity shares issued pursuant to exercise of Options shall be on the Option grantee in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder. The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Equity Shares acquired upon the exercise thereof.

b. Total Number of Options to be granted

3,50,000 (Three Lakh Fifty Thousand) Options exercisable into an aggregate of 3,50,000 (Three Lakh Fifty Thousand) of Equity Shares in the Company of face value of Rs. 10/- each fully paid-up, would be available for grant to the eligible employees of the Company under the Plan, in one or more tranches.

c. Identification of class of employees entitled to participate in the Plan

Following classes of Employees are entitled to participate in the Plan:

a) an employee as designated by the Company, who is exclusively working for the Company in India or outside India; or
b) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director.
c) an employee as defined in sub-clauses (a) or (b), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include-

i. an employee who is a promoter or a person belonging to the promoter group; or
ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten (10) percent of the outstanding equity shares of the company.

d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested

The Committee may, at its discretion, lay down certain parameters such as performance of the Company, period of service, rank or designation and such other parameters on the achievement of which such Options would vest and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year and maximum vesting period of 3 years.

Also, vesting in case of various scenarios such as death, permanent incapacitation, retirement, voluntary resignation, termination of employment for cause or without cause etc. shall be governed by the terms of the Plan.

e. Exercise Price or Pricing formula

The Exercise Price of any Option granted under the Plan shall be the price for Exercise of Options as determined by the committee which shall not be less than the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant communicated to the Participating Employee vide the Option Grant Agreement or such other mode as the committee may deem fit. Once granted, the Exercise Price of the Options may be varied by the committee to account for any rights issues, mergers, stock splits, bonus issue or share consolidations etc.

f. Exercise Period and process of Exercise

In case of continuation of employment/ service, vested Options shall be exercised by the Employees within the maximum exercise period of 1 (One) year from the date of vesting of first Options, or such other shorter period as may be prescribed by the Committee at time of grant. The Plan envisages shorter or no exercise periods than that specified above in case of resignation/ separation/ termination from employment/ service on account of specified reasons. The options will lapse if not exercised within the specified exercise period

g. Appraisal process for determining the eligibility under the Plan

The appraisal process for determining the eligibility of the employee will be specified by the Committee, and may be based on various criteria including role/designation of the employee, length of service with the Company, performance of the Company, past performance or future potential of the employee and/or such other criteria that may be determined by the Committee at its sole discretion, which would be final and binding.

h. Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options that may be granted under the Plan per Eligible Employee and in aggregate shall not exceed 3,50,000 Options.

i. Maximum quantum of benefits to be provided per employee under the Plan

No benefit other than by way of grant of Options is envisaged under the Plan.

j. Whether the Plan is to be implemented and administered directly by the Company or through a trust

The Plan will be implemented by the Company directly as per the SBEB Regulations.

k. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both

The Plan contemplates only issue of new Equity Shares by the Company.

l. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilisation, repayment terms, etc.

The Plan contemplates only issue of new Equity Shares by the Company.

m. Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme

Not Applicable

n. Transferability of Options and lock-in of shares

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There will be a lock-in period of 1(one) year for the shares allotted pursuant to exercise of options.

o. Accounting and Disclosure Policies

The Company shall conform to the applicable provisions of the SBEB Regulations, including the disclosure and the accounting policies as specified in guidelines/rules and regulations, as may be applicable from time to time.

p. Method of valuation of Options

Method of Valuation will be as prescribed under relevant / applicable SBEB Regulations, rules / laws

q. Period of Lock-in

The Shares issued pursuant to exercise of Options shall be subject to a lock-in period of 1 (one) year.

Regulation 6(1) of SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, as the Plan will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 7 of this Notice is proposed for approval by members.

The Options to be granted under the Plan shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Plan conforms to the SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the Plan may be deemed to be concerned or interested in the Special Resolutions at Item No. 7 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

ITEM NO. 8

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the board has considered the appointment of CS Anuradha, Practic ing Company Secretary(M.No. A14640, CoP:4122), as the secretarial auditor of the Company, for a term of five consecutive financial years, commencing from the financial year 2026-27 to the financial year 2030-31. Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Particulars	Details
1	Proposed fee payable	Remuneration and expenses as recommended by the Audit Committee and approved by the Board.
2	Terms of appointment	CS Anuradha, Practicing Company Secretary, will hold office for a term of five financial years commencing from the financial year 2026-27 to the financial year 2030-31, to conduct the Secretarial Audit of the Company for the said financial years.
3	Any material change in the fee payable to the auditor compared to the outgoing auditor, along with rationale	Not Applicable.
4	Basis of recommendation and credentials of the proposed auditor	CS Anuradha, Practising Company Secretary, has more than 25 years of professional expertise and brings extensive knowledge in corporate and securities law, corporate governance, secretarial and regulatory compliance, legal due diligence, corporate restructuring, listing-related matters, capital market transactions, joint ventures, technology-transfer arrangements, and allied advisory services.

ANNEXURE A

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant SEBI Listing Regulations, 2015 and Secretarial Standard-2 on General Meetings)

Name of the Directors	Mrs. Panneerselvam Jayalakshmi (DIN: 10692765)	Mr. Karuppiah Saravanan (DIN: 10692765)
Designation and Category of Director:	Executive Director	Non-Executive Director
Date of the first appointment on the Board:	4th July 2024	4th July 2024
Date of Birth:	15th March 1964	10th December 1976
Age:	62	50
Qualification	M.A (History)	MBA (Finance) | Post Graduate Certificate Programme for Emerging CFOs, IIM Nagpur | M.Com (Banking & Insurance Management) | B.Com | Qualified Independent Director
Experience	30+ Years	17+ Years
Number of Meetings of the Board attended during the financial year 2025-2026	5 out of 5	5 out of 5
List of Directorship/ Membership / Chairmanship of Committees of other Board as on date (excluding Foreign Companies):	Directorship of Other Board: Nil Directorship of other listed entities: Nil Membership of Committees of other Board: Nil Chairmanship of Committees of other Board: Nil	Directorship of Other Board:Nil Directorship of other listed entities: Nil Membership of Committees of other Board: Nil Chairmanship of Committees of other Board: Nil
Shareholding in Shanmuga Hospital Limited as on March 31, 2026:	24,30,000 Equity Shares Held	2,000 Equity Share Held

Relationship with other Directors, Managers and other Key Managerial Personnel of the Company:	1. Dr. P S Panneerselvam (MD) – Husband 2 Dr P Prabu Sankar (CEO) - Son 3 Dr. D Priyadharshni (Non-Executive) – Daughter in Law	Not Applicable
Terms and Conditions of appointment:	Liable to retire by rotation.	Liable to retire by rotation.
Remuneration sought to be paid	As per company's norms.	Sitting Fees as per company's norms.
Remuneration Last Drawn	18.69 Lakhs (FY 2025-26)	NA
List of listed entities from which the director/proposed appointee has resigned in the last three years:	Not Applicable	Not Applicable
Information as required pursuant toBSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018	Mrs. Panneerselvam Jalayakshmi is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.	Mr. Karuppiah Saravanan is not debarred from holding the office of director pursuant to any SEBI order or any other such authority.