



Date: September 04, 2026

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400001.

NSE Scrip Symbol: MANIPALHOS

BSE Scrip Code: 544847

Subject: Notice convening the 16th Annual General Meeting and Annual Report for the financial year 2025-26

Dear Sir / Madam,

This is to inform that the 16th Annual General Meeting (“AGM”) of the Company will be held on Tuesday, September 29, 2026 at 11:00 AM (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the Notice of 16th AGM along with the Annual Report of the Company for the financial year 2025-26 and other Statutory Reports, which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent (‘RTA’)/Depository Participant(s) (‘DPs’).

Additionally, pursuant to Regulation 36(1)(b) of the Listing Regulations, letter containing the Company’s weblink to access the Annual Report of FY 2025-26 is being sent to those Members whose email addresses are not registered with the Company/ RTA/ DPs.

Pursuant to Regulation 44 of the Listing Regulations, Company is providing facility for remote e-voting to its members as per the below schedule of events relating to AGM: -

Particulars	Date	Time
Cut-off date to determine the eligibility of the shareholders to cast their votes on AGM resolutions	Tuesday, September 22, 2026	-
Commencement of e-Voting	Saturday, September 26, 2026	09: 00 AM (IST)
End of e-Voting	Monday, September 28, 2026	05: 00 PM (IST)
Annual General Meeting	Tuesday, September 29, 2026	11: 00 AM (IST)

The Notice and Annual Report for the year 2025-26 can also be accessed on the website of the Company at:

<https://www.manipalhospitals.com/mhel-financial-reports#annual-reports>



This intimation is being submitted for your information and records.

Thank you.

For Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

Sathish K R

Company Secretary and Compliance Officer

Membership No.: A15203



NOTICE OF THE 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Manipal Health Enterprises Limited ("the Company") will be held on Tuesday, September 29, 2026 at 11:00 a.m. (IST) through video conferencing ('VC')/ Other Audio-Visual Means ('OAVM') facility to transact the following business(es):

ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS THEREON.

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

- (a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Auditors and Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF DR. HEBRI SUDARSHAN BALLAL (DIN: 01195055), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Dr. Hebri Sudarshan Ballal (DIN: 01195055), Non-Executive Chairman of the Company, who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Chairman of the Company."

3. TO APPOINT A DIRECTOR IN PLACE OF MR. PUNEET BHATIA (DIN: 00143973), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Puneet Bhatia (DIN: 00143973), Non-Executive Director of the Company, who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company."

4. TO APPOINT M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY.

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, ICAI Firm Registration No. 012754N/ N500016 and holding a valid certificate of Peer Review No. 015948 be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, i.e., from 2026-27 till 2030-31 who shall hold office from the conclusion of 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company, on such terms and remuneration as may be mutually agreed upon between the said Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such act, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

5. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

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



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"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 4,56,000/- (Rupees Four Lakh Fifty-Six Thousand Only) plus applicable taxes, conveyance and reimbursement of out-of-pocket expenses incurred in connection with the cost audit payable to M/s. Rao, Murthy & Associates, Cost Accountants (F R No. 000065) who have been appointed as cost auditors by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of cost records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

6. TO APPROVE APPOINTMENT OF SECRETARIAL AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200), and holding a valid certificate of peer review bearing number 6387/2025 issued by the Peer Review Board of the Institute of Company Secretaries of India, be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, from the conclusion of the 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting on such remuneration and on such terms and conditions as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such act, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

7. TO APPROVE AND RATIFY THE MANIPAL HEALTH ENTERPRISES EMPLOYEE STOCK OPTION PLAN 2024 ('ESOP 2024 PLAN'):

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), read with rules made thereunder, and other applicable provisions of the Act and Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India, Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Manipal Health Enterprises Limited ("the Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, **"Manipal Health Enterprises Employee Stock Option Plan 2024" ("ESOP 2024 PLAN")** of the Company as amended and approved by the Board of Directors as well as shareholders on May 28, 2024 and June 28,



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2024, respectively, and was subsequently amended on March 18, 2025 and March 25, 2025, and further on March 4, 2026 and March 10, 2026, respectively prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO") by the Company, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board") which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations, being authorised to create, offer, issue, reissue employee stock options ("ESOPs") and allot equity shares on exercise of options, issue fresh options, reissue options that may have lapsed/cancelled/surrendered already approved at any time to or for the benefit of the eligible employees under the ESOP 2024, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority to the Board to create, offer, grant, issue and allot up to 1,73,39,048 (One Crore Seventy-Three Lakh Thirty-Nine Thousand and Forty-Eight) ESOPs, exercisable into 1,73,39,048 (One Crore Seventy-Three Lakh Thirty-Nine Thousand and Forty-Eight) equity shares of face value of ₹ 2/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the eligible employees and that the grant of options, vesting and exercise thereof shall be on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board in line with the SEBI (SBEB & SE) Regulations to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to facilitate the allotment

of equity shares upon exercise of options from time to time in accordance with the ESOP 2024 and the shares so issued shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolution, the Board be and is hereby authorised on behalf of the Company, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2024 and modifications, changes, variations, alterations, or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required 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 in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/amalgamation, or sale of division/undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to take such steps as necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such act, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."



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8. TO RATIFY THE EXTENSION OF BENEFITS OF "MANIPAL HEALTH ENTERPRISES EMPLOYEE STOCK OPTION PLAN 2024" TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARIES AND GROUP COMPANIES OF THE COMPANY

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), read with rules made thereunder, and other applicable provisions of the Act, if any, and Regulation 6 (3) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India, Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Manipal Health Enterprises Limited ("the Company") and subject to in-principle approvals from BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and further subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of the **"Manipal Health Enterprises Employee Stock Option Plan 2024"**, details of which are set out in the explanatory statement annexed hereto as originally formulated and approved by the Board of Directors and the shareholders on May 28, 2024 and June 28, 2024, respectively, and was subsequently amended on March 18, 2025 and March 25, 2025, and further

on March 04, 2026 and March 10, 2026, respectively prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO") of the Company to the eligible employees of subsidiary companies or Group Companies in or outside India (as defined in the Act), be and is hereby ratified and approved within the meaning of SEBI (SBEB & SE) Regulations, to create, offer, issue, reissue and grant employee stock options ("ESOPs") to the eligible employees of subsidiary companies or group in or outside India and allot equity shares on exercise of options, issue fresh options, reissue options that may have lapsed/cancelled/surrendered to or for the benefit of the eligible employees of subsidiary companies or group under the ESOP 2024 Plan, and to grant the ESOPs to the eligible employees of subsidiary companies or group on such terms and conditions as provided in the ESOP 2024 Plan and as may be fixed or determined by the Board of Directors "hereinafter referred to as Board" which expression shall also include the Nomination and Remuneration Committee ("NRC") of the Company, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations such number of employee stock options ("ESOPs") exercisable into equity shares of the Company not exceeding 1,73,39,048 (One Crore Seventy-Three Lakh Thirty-Nine Thousand Forty-Eight) options exercisable into 1,73,39,048 (One Crore Seventy-Three Lakh Thirty-Nine Thousand Forty-Eight) equity shares of face value of ₹ 2/- each of the Company, in one or more tranches at such price as may be fixed or determined by the Board in accordance with the Act and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split or any other change in the capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in ESOP 2024 Plan) shall be appropriately made, in a fair and reasonable manner in accordance with the ESOP 2024 Plan.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time by the eligible employees of subsidiary companies or group in accordance with the ESOP 2024 Plan and the shares so issued shall rank pari passu in all respects with the existing equity shares of the Company.



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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to take such steps as necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such act, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."

9. TO CONSIDER AND APPROVE THE UPSIDE SHARING ARRANGEMENT PURSUANT TO THE UPSIDE SHARING AGREEMENT DATED MARCH 16, 2026 ENTERED INTO BETWEEN MANIPAL RESEARCH & MANAGEMENT SERVICES INTERNATIONAL AND TPG SG MAGAZINE PTE. LTD.

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

"RESOLVED THAT pursuant to the provisions of Regulation 26(6) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to the noting of the Board of Directors of the Company on August 20, 2026, ("**the Board**"), the approval of the Members of the Company be and is hereby accorded for the implementation of the upside sharing agreement dated March 16, 2026 entered into amongst Manipal Research & Management Services International and TPG SG Magazine Pte. Ltd. and for the proposed transfers and/or payments thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such act, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

10. TO APPROVE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND APPROVAL OF THE SPECIAL RIGHTS OF NOMINATION/ APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS GRANTED TO THE TEMASEK GROUP AND THE MGHS GROUP

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Regulation 31B and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company ("Articles") by inserting the following provisions:

Addition of Definitions under Article 4 of the Articles

"Executive Committee" means a committee constituted by the Board to render non-binding advice to the Board and to recommend key business decisions to the Board, including on the following matters: (a) mergers, acquisitions, joint ventures, strategic and financial investments including identification and evaluation of targets and opportunities; (b) the annual budget; (c) development and implementation of overall strategy of the Company and its Group Entities and performance monitoring of the same; and (d) such other matters delegated to it by the Board.

"Group Entity(ies)" means individually and collectively: (a) Subsidiaries, and (b) Healthmap Diagnostics Private Limited.

"MGHS Group" means Manipal Global Health Services, MEMG International Limited, Dr. Ranjan Ramdas Pai, Cypress Holdings, Manipal Education and Medical Group India Private Limited, MEMG International India Private Limited, and Manipal Research & Management Services International, collectively.

"Temasek Group" means Kangto Investments Private Limited, Kabru Investments Private Limited, and Imperius Healthcare Investments Private Limited, collectively.



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Insertion of New Article: Article 99.1

Notwithstanding anything contained herein,

- (i) The Temasek Group shall have the right to nominate up to 3 (three) Directors to the Board and 3 (three) individuals to the Executive Committee until such time that the Temasek Group collectively holds at least 6% (six percent) of the total issued and paid-up equity share capital of the Company on a fully diluted basis.
- (ii) MGHS Group shall be entitled to nominate up to 2 (two) Directors to the Board and 2 (two) individuals to the Executive Committee until such time that MGHS Group holds at least 6% (six percent) of the total issued and paid-up equity share capital of the Company on a fully diluted basis.
- (iii) The rights specified in Articles 99.1(i) and 99.1(ii), shall apply mutatis mutandis to the Group Entities.
- (iv) The rights specified in Articles 99.1(i) and 99.1(ii), shall apply mutatis mutandis to the appointment of the nominees by the relevant shareholder to the committees of the Company and the Group Entities in the same inter-se proportion as the Directors that such relevant shareholder is entitled to nominate to the Board subject to each relevant shareholder having at least 1 (one) nominee on each of the committees of the Company and the Group Entities.
- (v) Upon the expiry of the approval of the shareholders of the Company for nomination of Directors as per this Article 99.1, the Company shall take all necessary steps under applicable law to ensure that the Board and committees' nomination rights available to the Temasek Group and MGHS Group in terms of this Article 99.1 are placed before the shareholders of the Company for their approval (by way of a special resolution or as may be required under applicable law) at such intervals as may be necessary to facilitate the Temasek Group and MGHS Group to continue to exercise their rights under this Article 99.1. It is clarified that, so long as the Temasek Group and/or MGHS Group continues to be entitled to nominate a Director on the Board and each of the committees, the Company shall seek the approval of the shareholders for the Board and committees' nomination rights of the respective shareholders under Article 99.1, as

may be required under applicable law. It is further clarified that, in the event only one of the Temasek Group or MGHS Group qualifies, the nomination arrangements as set out in Article 99.1 shall continue for that qualifying shareholder.

RESOLVED FURTHER THAT pursuant to Regulation 31B and other applicable regulations, if any, of the SEBI Listing Regulations, and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to grant the right of the Temasek Group and the MGHS Group to nominate Directors to the Board and individuals to the Executive Committee (including all other ancillary/ consequential rights associated therewith, including Board and committee nomination rights for the Company and Group Entities) in accordance with the terms of Article 99.1 of the Articles (subject to the minimum shareholding thresholds set out therein).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other Directors/ officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such act, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

11. TO APPROVE FIXATION OF TERM OF DR. RANJAN RAMDAS PAI (DIN: 00863123) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') and any other applicable laws/statutory provisions, if any, (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded for continuation of Dr. Ranjan Ramdas Pai (DIN: 00863123) as the Non-Executive Director of Company for a term of 5 (five) years effective from March 04,



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2026 till March 03, 2031 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board or any other

Directors/officers authorised by the Board), or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such act, deeds, matters and things as may be deemed necessary for the purpose of giving effect to the aforesaid resolution."

By Order of the Board
For **Manipal Health Enterprises Limited**
(formerly Manipal Health Enterprises Private Limited)

Sd/-

Sathish K R

Company Secretary & Compliance Officer
Membership No. A15203

Place: Bengaluru
Date: August 20, 2026

The Annexe, #98/2, Rustom Bagh
HAL Airport Road, Bengaluru - 560 017, Karnataka, India
Telephone Number: +91 80 4936 0300
Email: legalcs@manipalhospitals.com



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NOTES

1. Pursuant to the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "**MCA Circulars**"), and in line with the Circulars issued by the Securities and Exchange Board of India ("**SEBI**") from time to time, (hereinafter collectively referred to as "**the Circulars**"), the Company is convening the Annual General Meeting ("the Meeting" or "AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members. The deemed venue for the AGM will be the registered office of the Company.
2. An explanatory statement pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the rules made thereunder, setting out all material facts concerning the special business proposed from Item No. 5 of the Notice, is annexed hereto. The Company has also provided an Explanatory Statement in respect of Item No. 4 relating to the appointment of the Statutory Auditor. The relevant details pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed.
3. In compliance with the Circulars issued by MCA and SEBI, the requirement of sending hard copy of annual report to shareholders who have not registered their email address has been dispensed with and this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners as on August 28, 2026, received from the Depositories and whose email addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Accordingly, physical copy of this Notice along with pre-paid business reply envelopes are not being sent to Members for this Notice. The communication of the assent or dissent of the Members would take place only through remote e-voting.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
5. Additionally, in accordance with Regulation 36(1) (b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose email addresses are not registered with the Company/Registrar & Transfer Agent/Depository Participants, providing the weblink of Company's website from where the Annual Report for 2025-26 can be accessed.
6. Since this AGM is being held 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 this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In accordance with the MCA Circulars, Members can only vote through remote e-voting. Accordingly, only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on Tuesday, September 22, 2026 ("the Cut-Off Date") shall be eligible to cast their votes by way of remote e-voting. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
9. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. This Notice and Annual Report 2025-26 are also available on the Company's website at www.manipalhospitals.com, websites of Stock Exchanges, i.e., BSE Limited ("**BSE**") at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com and on the website of the National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com.
11. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations, as amended, and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-voting



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facility. The instructions for e-voting are provided as part of this Notice.

12. The remote e-voting period commences on Saturday, September 26, 2026 from 09.00 a.m. (IST) and shall end on Monday, September, 28, 2026, at 05.00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
13. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Corporate/ Institutional shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional Members 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.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts

or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice and Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of the Meeting. Members desirous of inspecting such documents can send their requests to legalcs@manipalhospitals.com mentioning his/her names, folio numbers/DPID and Client ID.

15. Members who have not yet registered their email address are requested to register the same with their respective Depository Participant(s) in respect of shares held in dematerialised form. For any queries relating to KYC updates, Members may reach out to the Company's Registrar and Transfer Agent ("RTA") at einward.ris@kfintech.com.
16. Pursuant to the SEBI circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.manipalhospitals.com.



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

The remote e-voting period begins on September 26, 2026 at 09:00 A.M. and ends on September 28, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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



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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

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

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Falguni Chakraborty at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not



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casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

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

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

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

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Procedure to raise questions/seek clarifications with respect to Annual Report
 1. As the AGM is being conducted through VC/OAVM, Members are encouraged to send their queries or express their views in advance, and Members desirous of speaking during the AGM shall register themselves as speakers by sending an e-mail to legalcs@manipalhospitals.com on or before 5:00 p.m. IST on Sunday, September 12, 2026, mentioning their name, DP ID/Client ID or Folio Number, registered e-mail address and mobile number. Only the queries received within the aforesaid timeline shall be considered and responded to during the AGM, and only those Members who have registered themselves as speakers will be permitted to express their views or ask questions during the meeting.
 2. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.



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

ITEM NO. 4: TO APPOINT M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY.

The Members of the Company at its 11th Annual General Meeting ("AGM") held on September 30, 2021 had approved the re-appointment of M/s. BSR & Co. LLP (ICAI Firm Registration Number: 101248W/W-100022) as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of 11th AGM until the conclusion of 16th AGM of the Company to be held in the year 2026. Having already completed two consecutive terms, M/s. BSR & Co LLP were not eligible for re-appointment pursuant to the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Considering the experience and expertise of M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No.: 012754N/N500016) and based on the recommendation of the Audit Committee at its meeting held on July 15, 2026 and the Board of Directors of the Company at its meeting held on August 20, 2026, has recommended to the Members of the Company, the appointment of M/s. Price Waterhouse Chartered Accountants LLP as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 16th AGM until the conclusion of the 21st AGM of the Company. The proposed remuneration to be paid to M/s. Price Waterhouse Chartered Accountants LLP for statutory audit services for the financial year ending March 31, 2027, is upto 2,60,00,000/- (Rupees Two Crores Sixty Lakhs Only) plus applicable taxes and out-of-pocket expenses. Besides the statutory audit services, the Company may also obtain certifications from M/s. Price Waterhouse Chartered Accountants LLP under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-statutory audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. Price Waterhouse Chartered Accountants LLP.

In view of the above, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 4 of the Notice for the appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of

the Company for a period of from the conclusion of this 16th AGM until the conclusion of the 21st AGM of the Company.

None of the Directors, Key Managerial Personnel (KMPs) of the Company, or their respective relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

The Board of Directors recommends the Resolution set forth in Item No. 4 for the approval of the Members of the Company by way of an Ordinary Resolution.

ITEM NO. 5: TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

Pursuant to Section 148 of the Companies Act ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have its cost records audited by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on July 15, 2026, approved the appointment of M/s. Rao, Murthy & Associates (having Firm Registration No. 000065), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, for the financial year 2026-27 at a remuneration not exceeding ₹ 4,56,000/- (Rupees Four Lakh Fifty-Six Thousand Only) plus applicable taxes, out-of-pocket and other expenses. This remuneration has been determined by the Board based on the industry standards, time and effort required for the audit process, and the scope of the cost audit. The Board considers this remuneration to be fair and reasonable, commensurate with the size and nature of operations of the Company.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 5 of the Notice.

M/s. Rao, Murthy & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have a vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Brief Profile of M/s. Rao, Murthy & Associates

M/s. Rao, Murthy & Associates, a firm of Cost Accountants based in Bengaluru, was established in 1994 and is registered with the Institute of Cost Accountants of India under Firm Registration No. 000065.



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The firm is led by experienced partners Mr. N. Ramaskanda and Mr. K. R. Murali Krishna, who bring significant expertise in cost and management accounting. With a proven track record spanning over three decades, the firm is recognised for its precision, professionalism, and commitment to delivering cost-effective solutions that align with client objectives.

The firm has also maintained a long-standing professional association with our organisation and has been entrusted with the responsibility of carrying out cost audit assignments for the previous years. Their continued engagement reflects the confidence placed in the firm's professional expertise, technical competence, and consistent quality of service in handling cost audit and related statutory requirements.

The firm specialises in a wide range of cost and management accounting services designed to help organisations control costs, optimise resources, and improve operational efficiency.

M/s. Rao, Murthy & Associates has successfully carried out numerous statutory assignments, including cost audits, maintenance of cost records, and cost certifications as per regulatory requirements. These services ensure clients meet compliance standards while gaining meaningful insights into their cost structures.

In addition to statutory services, the firm offers a broad spectrum of non-statutory and consultancy services. These include analysing and determining product profiles and profitability to support strategic decision-making, and providing customised solutions tailored to the specific needs of manufacturing and service sectors such as IT, education, and BPO.

The firm also assists in the development of comprehensive corporate business plans, the design of vertical and horizontal operational structures, and the implementation of effective costing systems. Moreover, it develops management information systems (MIS) for decision support within ERP environments and advises on transfer pricing strategies to ensure both regulatory compliance and optimal tax efficiency.

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

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6: TO APPROVE APPOINTMENT OF SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

Accordingly, on the recommendation of the Audit Committee, the Board of Directors, at its meeting dated July 15, 2026, has proposed to appoint M/s. BMP & Co. LLP ("BMP") (Firm Registration No. L2017KR003200), Peer Reviewed Practising Company Secretaries as the Secretarial Auditors of the Company for a period of five years beginning from the conclusion of the 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company, on such terms and conditions as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

The proposed remuneration to be paid to BMP for secretarial audit services for the financial year ending March 31, 2027, is up to ₹ 5,00,000/- (Rupees Five Lakh Only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from BMP under various statutory regulations and certifications required by banks, statutory authorities, audit-related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors.

Brief Profile of the Secretarial Auditors

BMP & Co. LLP ("BMP") is a well-established firm of Practising Company Secretaries with offices in Bengaluru, Mumbai, Delhi (NCR) and Gurgaon. Founded in 2017, the firm comprises 5 partners and a dedicated team of more than 60 employees. Specialising in Company Secretarial services and having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI Compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers and Amalgamations, Business Setup, and Fund Raise Compliance. BMP has earned the trust of industry leaders across diverse sectors,



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including listed corporates, multinational companies, start-ups, venture capital firms, and esteemed law firms, establishing itself as a trusted partner in the corporate landscape. M/s. BMP & Co. LLP have provided their consent and confirmed their eligibility for appointment under SEBI Listing Regulations and Section 204 of the Act and rules made thereunder.

In view of the above, the consent of the Members is sought to pass an Ordinary Resolution as set out at Item No. 6 of the Notice for the appointment of BMP as Secretarial Auditors of the Company for a period of 5 years commencing from financial year 2026-27 till financial year 2030-31.

None of the Directors, Key Managerial Personnel (KMPs) of the Company, or their respective relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors recommends the Resolution set forth in Item No. 6 for the approval of the Members of the Company by way of an Ordinary Resolution.

ITEM NO.7: TO APPROVE AND RATIFY THE MANIPAL HEALTH ENTERPRISES EMPLOYEE STOCK OPTION PLAN 2024 ('ESOP 2024 PLAN')

AND

ITEM NO. 8: TO RATIFY THE EXTENSION OF BENEFITS OF "MANIPAL HEALTH ENTERPRISES EMPLOYEE STOCK OPTION PLAN 2024" TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARIES AND GROUP COMPANIES OF THE COMPANY

The Manipal Health Enterprises Employee Stock Option Plan 2024 ("Plan" or "ESOP 2024") was approved by the Board of Directors and the shareholders on May 28, 2024 and June 28, 2024, respectively, and was subsequently amended on March 18, 2025 and March 25, 2025, and further on March 04, 2026 and March 10, 2026, respectively, prior to the listing of the Company's equity shares of the Manipal Health Enterprises Limited ("the Company") on the Stock Exchanges consequent to the Initial Public Offer ("IPO") of the Company. Subsequently, the Company successfully completed its IPO and listed its equity shares on August 05, 2026, on BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges").

The Plan has been formulated with the objective of driving the Company's long-term performance by aligning the interests of employees with those of the Company and its stakeholders. The Plan aims to attract and retain talented employees by providing them with an opportunity to participate in the Company's growth and success. It seeks

to motivate employees by fostering a sense of ownership, commitment, and accountability, while recognising and rewarding their sustained contributions. By enabling employees to participate in the Company's value creation, the Plan further aims to facilitate long-term wealth creation for employees and support the achievement of the Company's strategic and business objectives.

The Nomination and Remuneration Committee ("NRC/ Committee") shall administer the ESOP 2024 in accordance with the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEB & SE) Regulations) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws").

The Members shall further note that in terms of Regulation 12 of SEBI (SBEB & SE) Regulations, the Company is permitted to make any fresh grants which involve the allotment of shares to its eligible employees under an employee stock option plan formulated prior to listing of its shares only if such plan is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its Members after the listing of the shares of the Company.

Further in terms of the provisions of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SEBI (SBEB & SE) Regulations, approval of the Members by way of a separate resolution shall be obtained by the Company in case of grant of options to employees of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company.

The Board of Directors ("Board") and Nomination and Remuneration Committee ("NRC") of the Company at their respective meetings held on Thursday, August 20, 2026, subject to approval of Members, approved the proposal for ratification of ESOP 2024 Plan and extension of benefits of ESOP 2024 Plan to the eligible employees of the subsidiaries and group Companies of the Company.

Accordingly, approval of the Members by way of Special Resolution is being sought for the aforementioned Item No. 7 and 8 of this Notice.

The particulars as required under Section 62 (1)(b) of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations are provided in Annexure II.



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None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2024.

ITEM NO. 9: TO CONSIDER AND APPROVE THE UPSIDE SHARING ARRANGEMENT PURSUANT TO THE UPSIDE SHARING AGREEMENT DATED MARCH 16, 2026 ENTERED INTO BETWEEN MANIPAL RESEARCH & MANAGEMENT SERVICES INTERNATIONAL AND TPG SG MAGAZINE PTE. LTD.

Manipal Research & Management Services International ("MRMSI"), one of the promoter group entities, and TPG SG Magazine Pte. Ltd. ("TPG"), an existing public shareholder of the Company, entered into an upside sharing agreement dated March 16, 2026 ("Upside Sharing Agreement"), which was disclosed in the prospectus dated July 31, 2026, in relation to the Initial Public Offer ("IPO") of the Company.

The Upside Sharing Agreement binds MRMSI and TPG only, and does not impose any obligations on the Company. The Company is not a party to the Upside Sharing Agreement and there are no liabilities/payouts from the Company pursuant to this upside sharing arrangement and accordingly, this will not have any impact on the other shareholders of the Company.

Under the Upside Sharing Agreement, the parties agreed to the following commercial arrangements in relation to upside sharing, linked to the sale/transfer of equity shares of the Company held by TPG:

(a) The upside share arrangement shall be applicable if the IRR Thresholds (as defined below) are achieved on the settlement date ("Settlement Date"), i.e., the earlier of: (i) 18 (eighteen) months from the date on which the equity shares of the Company are listed and admitted to trading on a recognised stock exchange in India ("Listing Date"); or (ii) any time on or after the Listing Date, the date on which TPG sells more than 90% (ninety percent) of 12,47,89,575 (One Hundred Twenty-Four Million Seven Hundred Eighty-Nine Thousand Five Hundred Seventy-Five) equity shares held by TPG in the Company ("TPG Shares") to non-affiliates ("TPG Exit Threshold")

(b) The IRR Thresholds shall be deemed to be met if: (a) the aggregate proceeds realised or proposed to be realised by TPG equate to or exceed 2.5 (two point five) times the aggregate cost paid by TPG for the TPG Shares on a pre-tax basis ("Hurdle Return"); and (b) such aggregate proceeds result, or would result, in TPG achieving in ₹ terms, a base return of 23% (twenty-three percent) IRR on the aggregate cost for the TPG Shares on a pre-tax basis ("Hurdle IRR",

and together with the Hurdle Return, the "IRR Thresholds").

(c) If the IRR Thresholds are met, the amount payable pursuant to the upside arrangement ("Upside Amount") and the manner of its settlement (whether by way of cash or shares) between TPG and MRMSI will be determined in accordance with the agreed formula set out in the Upside Sharing Agreement.

(d) The settlement of the Upside Amount is subject to applicable law, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and applicable lock-in restrictions.

(e) Prior to the listing of the shares of the Company and pursuant to the Upside Sharing Agreement, TPG transferred 5,123,543 equity shares of the Company to MRMSI for an aggregate consideration of INR 299.45 ("Upfront Transferred Shares"). If the IRR Thresholds are not met as on the Settlement Date, the parties have agreed that the upside arrangement under the Upside Sharing Agreement will be unwound within agreed timelines, including reversing the Upfront Transferred Shares, and any amounts to be settled shall be settled as per the Upside Sharing Agreement.

Further, the Members may note the Upside Sharing Agreement expressly records that while the agreement became effective on March 16, 2026, the implementation of the upside sharing arrangement, including settlement of the Upside Amount, shall be subject to receipt of necessary approval from the shareholders of the Company after the Listing Date, as required under Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), which mandates that an employee (including a key managerial personnel), Director or promoter of a listed entity shall not enter into any agreement with any shareholder or any third party, with regard to compensation or profit sharing in connection with the dealings in the securities of such listed entity, unless prior approval of the Board of Directors and public shareholders by way of an ordinary resolution has been obtained.

Accordingly, the Board, at its meeting dated August 20, 2026, has considered and noted the implementation of the Upside Sharing Agreement, a copy of which will be made available for inspection to a shareholder upon their request in electronic mode and/or at the registered office of the Company during business hours on all working days up to the date of the annual general meeting, in accordance with the applicable provisions of the Companies Act, 2013 and the Secretarial Standards on General Meetings.



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The Board recommends the resolution set out at Item No. 9 of this Notice for approval by public shareholders of the Company as an Ordinary Resolution.

As Regulation 26(6) of the SEBI Listing Regulations requires the above approval to be obtained from the public shareholders of the Company, (i) all promoters and Members of the promoter group of the Company, including MRMSI, and (ii) all other persons interested in the Upside Sharing Agreement, with TPG, (i.e., any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in the arrangement under the Upside Sharing Agreement with TPG), shall abstain from voting on this resolution.

None of the other Directors or Key Managerial Personnel of the Company, or their relatives, are, in any way, financially or otherwise, concerned or interested in this resolution, other than Dr. Ranjan Ramdas Pai being nominee(s) of the promoters and promoter group on the Board of the Company.

ITEM NO. 10: TO APPROVE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND APPROVAL OF THE SPECIAL RIGHTS OF NOMINATION/APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS GRANTED TO THE TEMASEK GROUP AND THE MGHS GROUP

The Board of Directors of the Company ("Board"), at their meeting held on August 20, 2026, accorded their consent, subject to shareholders' approval and any other approvals required under the provisions of applicable law(s), to amend the Articles of Association of the Company ("Articles") to insert the right of the Temasek Group and the MGHS Group to nominate Directors to the Board and individuals to the Executive Committee (being a committee of the Board formed to render non-binding advice to the Board and to recommend key business decisions to the Board) ("Executive Committee"), pursuant to the terms and conditions of the shareholders' agreement dated April 6, 2023 read with the first amendment agreement dated March 6, 2026 ("First Amendment Agreement") and the second amendment agreement dated July 23, 2026 (collectively, the "Agreement").

The shareholders are aware that the equity shares of the Company were listed and admitted for trading on the National Stock Exchange of India Limited and BSE Limited with effect from August 5, 2026. Reference is drawn to "History and Certain Corporate Matters - Details of subsisting Shareholders' Agreements" on pages 285 to 287 of the prospectus dated July 31, 2026 filed by the Company, wherein it was disclosed that pursuant to the First Amendment Agreement: (i) Kangto Investments Private Limited, Kabru Investments Private Limited, and Imperius Healthcare Investments Private Limited, (collectively "Temasek Group"), and (ii) Manipal Global Health Services, MEMG International Limited, Dr. Ranjan Ramdas Pai, Cypress Holdings, Manipal Education and Medical Group

India Private Limited, MEMG International India Private Limited, and Manipal Research & Management Services International (collectively, "MGHS Group") shall, subject to the approval of the shareholders, have the following rights:

- a. **Temasek Group Nomination Rights:** Temasek Group shall have the right to nominate up to 3 (three) Directors to the Board and 3 (three) individuals to the Executive Committee until such time that the Temasek Group collectively holds at least 6% (six percent) of the total issued and paid-up share capital of the Company.
- b. **MGHS Group Nomination Rights:** MGHS Group shall be entitled to nominate up to 2 (two) Directors to the Board and 2 (two) individuals to the Executive Committee until such time that MGHS Group holds at least 6% (six percent) of the total issued and paid-up share capital of the Company.
- c. **Extension to Group Entities and Committees:** The aforesaid rights shall apply mutatis mutandis to the Group Entities. Further, the appointment of nominees by the Temasek Group and MGHS Group to the committees of the Company and the Group Entities shall be in the same inter se proportion as the Directors that the Temasek Group and MGHS Group are entitled to nominate to the Board, subject to each of the Temasek Group and MGHS Group having at least 1 (one) nominee on each of the committees of the Company and the Group Entities.
- d. **Continuation of Rights:** Upon the expiry of the approval of the shareholders for nomination of Directors under Article 99.1, the Company shall take all necessary steps under applicable law to ensure that the Board and committees' nomination rights of MGHS Group and Temasek Group are placed before the shareholders of the Company for their approval (by way of a special resolution or as may be required under applicable law) at such intervals as may be necessary to facilitate them to continue to exercise their rights under the Article 99.1. It is clarified that, so long as the Temasek Group and/or MGHS Group continues to be entitled to nominate a Director on the Board and its committees, the Company shall seek the approval of its shareholders for such nomination rights, as may be required under applicable law. It is further clarified that, in the event only one of the Temasek Group or MGHS Group qualifies, the nomination arrangements as set out in Article 99.1 shall continue for that qualifying shareholder.

In terms of Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the rights granted above to the Temasek Group and the MGHS Group are also subject to the approval by the Members of the Company in a general meeting by way of a special resolution once in every 5 (five) years starting from the date of grant of the aforementioned rights.



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In view of the above, the resolution for approval of the special rights being granted to the Temasek Group and the MGHS Group and the consequential alteration of the Articles to include the aforesaid rights is proposed for the consideration of the Members of the Company and seek their approval thereto.

The existing and amended Articles of Association and the First Amendment Agreement are available for inspection by the Members of the Company electronically during official hours on all working days from the date of circulation of this notice up to the date of the Annual General Meeting.

Save and except Ranjan Ramdas Pai, Ravi Lambah and Ved Kalanoria, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The Board has considered the proposal and recommends the passing of the Special Resolution contained in Item No. 10 of the Notice.

ITEM NO. 11: TO APPROVE FIXATION OF TERM OF DR. RANJAN RAMDAS PAI (DIN: 00863123) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Members may note that pursuant to Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval of the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

However, the continuation of the Director serving on the Board of Directors of a listed entity on or after March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.

In this regard, Dr. Ranjan Ramdas Pai has been serving on

the Board of the Company for a period exceeding five years from the date of his initial appointment, i.e., October 29, 2010.

Further prior to listing, the Board of Directors in its meeting dated March 4, 2026, had approved his term of appointment for a period of five years with effect from March 4, 2026, till March 3, 2031, whose office shall not be liable to retire by rotation.

Accordingly, the Company is required to seek approval of the Members at the first General Meeting after listing of its equity shares on the recognised stock exchanges i.e., BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

The brief profile of Dr. Pai is mentioned below:

Dr. Ranjan Ramdas Pai is a Non-Executive Director of the Company since October 29, 2010 and promoter of the Company. He holds a bachelor of medicine, bachelor of surgery (MBBS) degree from Faculty of Medicine, Kasturba Medical College, Manipal Academy of Higher Education, Manipal. He served as an administrative fellow to the Children's Hospital of Wisconsin, Milwaukee. He has previously been associated with Cipla Limited and JVMC Corporation Sdn. Bhd. He is the Chairman of the Manipal Education and Medical Group. He has over 25 years of experience in the healthcare and education sector and as a Director in various companies.

The Board believes that his continuation and guidance on the Board will significantly contribute to the Company's growth and long-term value creation.

Considering the above, the Board recommends his continuation as Director by way of Ordinary Resolution as set out in Item No. 11 of this Notice.

The details of Dr. Ranjan Ramdas Pai as required under Secretarial Standard - 2 and Regulation 36 of the SEBI Listing Regulations, as applicable, are provided in 'Annexure I' to the Notice.

Save and except Dr. Ranjan Ramdas Pai and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board
For **Manipal Health Enterprises Limited**
(formerly Manipal Health Enterprises Private Limited)

Sd/-

Sathish K R

Company Secretary & Compliance Officer
Membership No. A15203

Place: Bengaluru
Date: August 20, 2026

The Annexe, #98/2, Rustom Bagh
HAL Airport Road, Bengaluru - 560 017, Karnataka, India
Telephone Number: +91 80 4936 0300
Email: legalcs@manipalhospitals.com



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Annexure-1

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 16TH AGM OF THE COMPANY
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard-2 on General Meetings]

Name of Director	Dr. Hebri Sudarshan Ballal	Dr. Ranjan Ramdas Pai	Mr. Puneet Bhatia
DIN	01195055	00863123	00143973
Date of Birth and Age	September 15, 1954 (71 years)	November 11, 1972 (53 years)	December 16, 1966 (59 years)
Date of First Appointment on the Board	October 29, 2010	October 29, 2010	October 29, 2010
Qualifications	Bachelor of Medicine, Bachelor of Surgery (MBBS), and Doctor of Medicine (M.D.)	Bachelor of Medicine and Bachelor of Surgery (MBBS) degree from the Faculty of Medicine, Kasturba Medical College, Manipal Academy of Higher Education, Manipal	Bachelor's degree in commerce from Sriram College of Commerce, University of Delhi and a Postgraduate diploma in Management from the Indian Institute of Management, Calcutta
Relationship between Directors Inter-se	Not related to any other Director of the Company	Not related to any other Director of the Company	Not related to any other Director of the Company
Experience and Expertise in Specific Functional Areas/ Brief Resume	He has been certified by the American Board of Internal Medicine in critical care medicine, nephrology and internal medicine. He was also awarded an honorary fellowship by the Royal College of Physicians, London. He served as a fellow and professor of medicine with the St. Louis University School of Medicine, USA and also the adjunct visiting professor, department of nephrology at Kasturba Medical College, Manipal. He is also the consultant at the nephrology department of Manipal Hospital, Old Airport Road, Bengaluru. He was awarded the Rajyothsava Award, Aryabhata International Award, Doordarshana Chandana Award, Citizen Extraordinaire award from Rotary Club of Bengaluru, and the Dr. B.C. Roy Award. He has previously also been nominated as a Member of the Senate of Rajiv Gandhi University of Health	As mentioned in the explanatory statement	He is currently the Managing Director and Country Head of TPG Capital India Private Limited and has been associated with TPG Capital since 2002. Prior to this, he was Chief Executive, Private Equity Group for GE Capital India. He was also previously associated with Industrial Credit and Investment Corporation of India Limited (ICICI) from 1990 and thereafter with Crossby Limited since 1995. He has served as a Director for over 23 years, with board experience across companies including Havells India Limited, UPL Sustainable Agri Solutions Limited, Shriram Finance Limited, Altimetrik, Jana Bank Holdings and Sai Life Sciences Limited. Overall, he has over 35 years of experience.



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Name of Director	Dr. Hebri Sudarshan Ballal	Dr. Ranjan Ramdas Pai	Mr. Puneet Bhatia
	Sciences and is a Member of the senate of Manipal University, Karnataka. He has completed the International Directors Programme and has been awarded a corporate governance certificate from INSEAD. He has over 34 years of experience in the healthcare sector.		
Directorships Held in Other Public Companies (Excluding Foreign Companies)	10	3	4
Names of Listed Entities from which the Director has Resigned in the Past Three Years	NA	NA	2
Memberships/ Chairmanships of Committees of Other Public Companies (Includes only Audit Committee and Stakeholders' Relationship Committee)	NA	NA	NA
No. of Equity Shares held in the Company as of March 31, 2026 (Self and as a Beneficial Owner)	Nil	21,80,790	Nil
No. of Board Meetings Attended during 2025-26	7 (Seven)	8 (Eight)	8 (Eight)
Terms and Conditions of Appointment/ Reappointment	As mentioned in the resolution	As mentioned in the explanatory statement	As mentioned in the resolution
Remuneration Last Drawn in 2025-26	Nil	Nil	Nil
Details of Remuneration Sought to be Paid	Nil	Nil	Nil



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Annexure II

The particulars as required under Section 62 (1)(b) of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations are given below:

i.	Brief description of the Manipal Health Enterprises Employee Stock Option Plan 2024 ("Plan" or "ESOP 2024")	The ESOP 2024 has been formulated with the objective of driving the Company's long-term performance by aligning the interests of employees with those of the Company and its stakeholders. The Plan aims to attract and retain talented employees by providing them with an opportunity to participate in the Company's growth and success. It seeks to motivate employees by fostering a sense of ownership, commitment, and accountability, while recognising and rewarding their sustained contributions. By enabling employees to participate in the Company's value creation, the Plan further aims to facilitate long-term wealth creation for employees and support the achievement of the Company's strategic and business objectives.
ii.	Total number of employee stock options to be offered and granted:	The maximum Options under the pool of ESOP 2024 that may be granted shall be 1,73,39,048 (One Crore Seventy-Three Lakh Thirty-Nine Thousand Forty-Eight) options, exercisable into 1,73,39,048 (One Crore Seventy-Three Lakh Thirty-Nine Thousand Forty-Eight) equity shares of face value of ₹ 2/- each in one or more tranches, on such other terms and conditions as the Nomination and Remuneration Committee, may decide from time to time, subject to any adjustment as may be required. The Company prior to its IPO has granted 1,71,32,250 options under ESOP 2024 (including an aggregate of 4,41,750 lapsed, expired and forfeited options).
iii.	Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2024 Plan:	i. An employee as designated by the Company, who is exclusively working in India or outside India; or ii. A Director of the Company, whether a Whole-Time Director (as defined under relevant provisions of the Act) or not, including a Non-Executive Director who is not a promoter or member of the promoter group, but at all times excluding an Independent Director of the Company; iii. An employee as defined in clauses (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company; but shall 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 percent of the outstanding equity shares of the Company. The eligibility of employees to participate in the Plan shall be determined by the Board/Committee of the Company or its subsidiaries, at its sole discretion, based on such criteria as it may deem appropriate, including, but not limited to, the employee's date of joining, grade, performance, tenure, role criticality, or any other relevant factors and based on such criteria, the Board/Committee shall identify the eligible employees and grant options under the Plan.
iv.	Appraisal process for determining the eligibility of the employees to ESOPs:	The Options shall be granted to the employees as per performance appraisal system of the Company. The process for determining the eligibility of the employees will be specified by the Board/Committee of the Company or its subsidiaries, at its sole discretion, based on such criteria as it may deem appropriate, including, but not limited to, the employee's date of joining, grade, performance evaluation, period of service, role criticality, or any other relevant



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		factors and based on such criteria, the Board/Committee shall identify the eligible employees and grant options under the Plan.
v.	Requirements of vesting and period of vesting:	The ESOPs shall vest not earlier than 1 (one) year from the Grant Date and shall be as prescribed in the Letter of Grant and shall not be more than 5 (five) years from the Grant Date. The number of Options that would vest with the Participants may be determined basis the Company's performance or any other performance parameters and individual performance parameters as decided by the Committee at its discretion and it shall be mentioned in Letter of Grant.
vi.	The maximum period within which the options shall be vested:	The Options granted under ESOP 2024 shall have maximum vesting period of 5 (five) years from the date of grant of ESOPs.
vii.	Exercise price or pricing formula:	The Exercise Price of the Vested Options shall be determined in accordance with ESOP 2024 and accordingly, shall be as specified in the Letter of Grant. Further, the Exercise Price shall not be less than the face value of shares. The Exercise Price and/or the number of options granted may be adjusted for any Corporate Action(s) announced by the Company prior to the Exercise Period pertaining to the relevant options, as may be decided by the Board/Committee. The adjustment shall be separately intimated to the Participants.
viii.	Exercise period and the process of exercise:	Exercise period shall mean the time period as may be determined by the Committee, after vesting, within which the Participant/Beneficiary should exercise his right to apply for shares against the Vested Options in pursuance of this ESOP 2024 The Exercise period on various causes shall be as follows: On the death of a Participant: In case of cessation of employment in the event of death of a Participant while in employment or while serving as a Director, all Unvested Options and Eligible to Vest Options granted to the Participant shall immediately vest, with effect from his/her death in the legal heirs or nominees of the deceased Participant, as the case may be, as indicated in the Nomination Form. All the Vested Options, including the Options vested in accordance with the preceding sentence, may be exercised by the Participant's nominee or legal heirs within 1 (one) year from vesting date or such other higher period as specified by the Board and/or Committee. Vested Options not exercised within such time by the Participant's nominee or legal heirs shall automatically lapse at the end of the aforesaid period and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant's nominee or legal heirs after such date. All such unexercised Vested Options that so lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any other Eligible Employee. The legal heirs or nominees of deceased Participant shall also be required to comply with the terms of the ESOP 2024 including the requirement to issue POA in favour of Trust (if required by the Board/Committee).



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	2. On permanent disability/incapacity of Participant: In case of permanent disablement of a Participant, while in employment or while serving as a Director, resulting in the cessation of employment or directorship (as the case maybe) of such Participant, all Unvested Options and Eligible to Vest Options shall vest in such Participant immediately on the day of suffering the permanent disablement. The Participant may exercise his or her Vested Options including Options vested in accordance with the preceding sentence, immediately after suffering the permanent disability, within 1 (one) year from Vesting Date or such other higher period as specified by the Board/Nomination and Remuneration Committee. Vested Options that are not exercised within such time by the Participant or by the Participant's nominee within the period specified herein shall automatically lapse at the end of the aforesaid period and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant after such date. All such unexercised Vested Options that so lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any other eligible employee. 3. Termination with cause: If the Participant's employment with the Company/Subsidiary Company is terminated by the Company/Subsidiary Company for cause as defined in Clause 4.9 above, then all Unvested Options, Eligible to Vest Options and Vested Options that have not been exercised, shall lapse immediately on the date of such cause, and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant after such date. The date of such cause shall be determined by the Board, and its decision on this issue shall be binding and final. All such Options that so lapse shall revert to the ESOP 2024 pool and may be granted at the sole discretion of the Board and/or the Committee to any Eligible Employee. With respect to shares received by the employee pursuant to Exercise of Options, the employee agrees to transfer the same to such person or persons as may be nominated by the Company at such price as the Company may, in this regard, direct. 4. On abandonment: In the event a Participant abandons employment or his office (i.e., absents himself) for a continuous period of 30 (thirty) days or as specified by the relevant internal policy of the Company/Subsidiary Company or as specified by the Board and/or the Nomination and Remuneration Committee, all Unvested Options, Eligible to Vest Options and Vested Options granted to the Participant, including the Vested Options, which were not exercised at the time of abandonment of employment, shall stand terminated with immediate effect and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant after such date.
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NOTICE (CONTD.)

	The Board and/or the Committee, at its sole discretion shall decide the date of abandonment by the Participant and such decision shall be binding on all concerned parties. All such unexercised Vested Options that so lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any other eligible employee. 5. On resignation or other modes of termination: The Company/Subsidiary Company, if any, or retirement on attaining the superannuation age or onwards, which have been dealt with separately, if (a) the Participant voluntarily resigns from his employment or directorship (other than an employee director), as the case may be or (b) the Company/Subsidiary Company and the Participant mutually separate from an employment relationship or (c) the employment of the Participant with the Company/Subsidiary Company is terminated for any reason other than the reasons specified above then: (i) All Unvested Options and Eligible to Vest Options held by such Participant, as on the date of serving notice of resignation/termination by relevant party, shall immediately and automatically lapse on the date of servicing of notice of resignation/terminations from/of employment/directorship and the contract referred to in Clause 11.4 of ESOP 2024 shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company, the Board or the Committee and no rights in that regard will accrue to the Participant after such date; (ii) Subject to the provisions under Clause 12.4, all Unvested Options that lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any other Eligible Employee; (iii) All Vested Options which have not been exercised by such Participants on the termination date can be exercised immediately after resignation or termination but in no event, later than 3 months from the date of separation from the Company/Subsidiary Company. Vested Options that are not exercised within the aforementioned period shall lapse upon the expiry of the period specified herein or the expiry of the Exercise Period, whichever is earlier. Any Vested Options not exercised within such time by the Participant within the period specified herein shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 11.4 of ESOP 2024 shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant after such date; and all such Vested Options that lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any eligible employee. The rights granted to an Option Grantee upon the grant of an Option shall not afford the option Grantee any rights or additional rights to compensation or damages in consequence of the loss or termination of his office or employment with any present or past member of the group or associated company for any reason whatsoever (whether or not such termination is ultimately held to be wrongful or unfair).
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NOTICE (CONTD.)

	For the purposes of ESOP 2024, the employment of the Option Grantee shall not be deemed to terminate if the Option Grantee takes any sick leave or any other bona fide leave of absence, appropriately approved, for 90 (ninety) days or less. In the event of the leave of absence in excess of 90 (ninety) days, such leave of absence will not be treated as continuous employment/service by an Option Grantee for the purpose of the Plan. In such an event, the Options will vest as per the discretion of the Board/Committee. 6. On retirement or superannuation: If the Participant retires under a voluntary retirement scheme of the Company/Subsidiary Company, if any, or retires on attaining the superannuation age or onwards, all Options shall continue to vest in accordance with the respective vesting schedules under the Plan, as applicable even after retirement or superannuation. Further, the all Vested Options which have not been exercised by such Participants can be exercised in accordance with the Plan. Vested Options that are not exercised within the aforementioned period shall lapse upon the expiry of the period specified herein. Any Vested Options not exercised within such time by the Participant within the period specified herein shall automatically lapse at the end of the aforesaid period and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant after such date; and all such Vested Options that lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any eligible employee. All such Options that so lapse shall revert to the ESOP 2024 pool and may be granted at the sole discretion of the Board and/or the Committee to any eligible employee. 7. Long leave: If the Grantee takes any sick leave or any other bona fide leave of absence, appropriately approved, for 90 (ninety) days or less. In the event of the leave of absence in excess of 90 (ninety) days, such leave of absence will not be treated as continuous employment/service by a Grantee for the purpose of the Plan. In such an event, the Options will vest as per the discretion of the Board/Committee. In case a Participant goes on long leave of over 90 calendar days during the vesting period, the Committee reserves the right to extend the vesting period by a period not exceeding the leave period.
ix.	Maximum number of options to be offered and issued per employee and in aggregate: The maximum number of Options that may be granted to an Eligible Employee (as defined in ESOP 2024 Plan) will be determined by the Board/NRC on a case-to-case basis. However, the aggregate number of Options granted to an eligible employee to such option grantee in any year and in aggregate, shall not exceed 1% of the issued capital of the Company at the time of Grant of Option, unless it is approved by way of a special resolution by the shareholders of the Company.



NOTICE (CONTD.)

x.	Maximum quantum of benefits to be provided per employee under the ESOP 2024:	Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares. Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2024 Plan.
xi.	Whether the ESOP 2024 is to be implemented and administered directly by the Company or through a trust:	The ESOP 2024 Plan is implemented and administered directly by the Company through the Committee working under the powers delegated by the Board. The Committee is authorised to interpret ESOP 2024, to establish, amend and rescind any rules and regulations relating to the Plan, and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Plan. The Committee may correct any defect, omission or reconcile any inconsistency in the Plan in the manner and to the extent the Committee deems necessary or desirable and to resolve any difficulty in relation to implementation of the Plan and take any action which the Board is entitled to take in relation thereto. No member of the Committee may act upon matters under the Plan specifically relating to such member of the Committee.
xii.	Whether the ESOP 2024 involves new issue of shares by the Company or secondary acquisition by the trust:	Since the options shall be granted directly to the employees (without trust route), this route would involve new/fresh issue of shares by the Company.
xiii.	The amount of loan to be provided for implementation of the ESOP 2024 by the Company to the trust, its tenure, utilisation, repayment terms, etc.	Not Applicable. The ESOP 2024 Plan is implemented and administered directly by the Company.
xiv.	Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the ESOP 2024 scheme(s):	Not applicable. The ESOP 2024 is implemented and administered directly by the Company.
xv.	Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:	Institute of Chartered Accountants of India from time to time and/or accounting policies as per the Companies Act, 2013 as applicable.
xvi.	The method which the Company shall use to value its Options:	The Company shall use the "Market Price" as provided in SEBI (SBEB & SE) Regulations, to value its options.
xvii.	Declaration:	In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the Options and the impact of this difference on profits and on Earning per Share (EPS) of the Company shall also be disclosed in the Board's Report.
xviii.	Lock-in period:	The shares issued upon Exercise of Vested Options shall be freely transferable and shall not be subject to any lock-in restriction after such Exercise, unless the Committee/Board decides otherwise.



NOTICE (CONTD.)

		However, subject to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information adopted by the Company, as applicable, the Board and/or Committee shall also have the right to impose a 'quiet period' at its discretion, during which period, any Participant/Beneficiary who has been issued Shares (on the Exercise of Vested Options) shall not be permitted to transfer, sell or dispose-off his/her Shares acquired under this ESOP 2024 in any manner whatsoever, other than as may be determined by the Board and/or Committee.
xix.	Terms and conditions for buyback, if any, of specified securities covered under the SEBI (SBEB & SE) Regulations:	Subject to the provisions of the prevailing applicable law, the Committee shall determine the procedure for buy-back of specified securities (as defined under Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018) issued under the SEBI Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: - Permissible sources of financing for buy-back; - Any minimum financial thresholds to be maintained by the Company as per its last financial statements; and - Limits upon quantum of specified securities that the Company may buy-back in a financial year.
xx.	The conditions under which options vested in employees may lapse: e.g., in case of termination of employment for misconduct:	Cause/Misconduct: In case of termination for Cause/Misconduct, all the Vested Options, which were not exercised at the time of such termination, shall lapse immediately on the date of such cause, and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company (including the Board or the Committee) and no rights in that regard will accrue to the Participant after such date. The date of such cause shall be determined by the Board, and its decision on this issue shall be binding and final. On abandonment: In the event a Participant abandons employment or his office (i.e., absents himself) for a continuous period of 30 (thirty) days or as specified by the relevant internal policy of the Company/Subsidiary Company or as specified by the Board and/or the Nomination and Remuneration Committee, all unexercised Vested Options that so lapse shall revert to the ESOP 2024 pool and may be granted at the discretion of the Board or the Committee to any other Eligible Employee. On resignation or other modes of termination: Except in cases of retirement under the voluntary retirement scheme of the Company/Subsidiary Company, if any, or upon attaining the applicable superannuation age, where a Participant voluntarily resigns, separates by mutual agreement, or ceases to be employed by the Company/Subsidiary Company for any reason other than those specified in the Plan, all Vested Options remaining unexercised as on the date of separation may be exercised within three (3) months from the date of separation or the expiry of the applicable Exercise Period, whichever is earlier, failing which such Vested Options shall automatically lapse and the contract referred to in Clause 11.4 of the Plan shall stand terminated without any further obligation on the part of the Company or the Subsidiary Company.



NOTICE (CONTD.)

		iv. On retirement or superannuation: Vested Options that are not exercised within the aforementioned period shall lapse upon the expiry of the period specified herein. Any Vested Options not exercised within such time by the Participant within the period specified herein shall automatically lapse at the end of the aforesaid period and the contract shall stand automatically terminated without any obligations whatsoever on the Company/Subsidiary Company. v. Death of a participant: Vested Options not exercised within 1 (one) year from vesting date or such other higher period as specified by the Board and/or Committee by the Participant's nominee or legal heirs shall automatically lapse at the end of the aforesaid period.
xxi.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:	In case of termination of employment as specified in point (h) above, all the vested options shall lapse and cannot be exercised. In case of resignation/ termination (other than due to misconduct or breach of the Company policies/ terms of employment), all the Vested Options as on that date may be exercised by the Optionee in accordance with Clause h(5) above.
xxii.	Variation of terms of the Manipal Health Enterprises Employee Stock Option Plan 2024:	Not Applicable, as there is no variation.
xxiii.	Rationale of the variation of the terms of the Manipal Health Enterprises Employee Stock Option Plan 2024:	Not Applicable, as there is no variation.
xxiv.	Details of the employees who are beneficiaries of such variation:	Not Applicable, as there is no variation.

A Legacy Built on

Trust

ANNUAL REPORT

— 2025-26 —





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A LEGACY BUILT ON TRUST

In healthcare, trust is built one relationship at a time. It begins with the confidence a patient places in a doctor, the reassurance a family seeks in moments that matter, and the responsibility that comes with being entrusted with someone's health. Over the decades, this trust has become central to the legacy of Manipal Hospitals.

This trust has been earned through a consistent commitment to clinical excellence, patient-first care and depth across complex specialities. Every patient served, every capability

developed and every milestone achieved has contributed to a legacy shaped by knowledge, experience, responsibility and care.

Today, this legacy provides a strong platform for continued progress. As Manipal Hospitals expands its presence, enhances clinical capabilities, invests in medical technology and widens access to quality healthcare, it remains guided by the same commitment that has earned the trust of generations.

For Manipal Hospitals, growth is meaningful when it reinforces that trust.

It enables the network to serve more patients, deliver increasingly complex care and build a more integrated healthcare institution, while keeping the patient at the heart of every decision.

2025-26 marks another important chapter in this journey. As its scale and reach continue to grow, Manipal Hospitals remains anchored in the values, clinical standards and commitment to patients that have shaped its legacy over the decades.

05

Sustainability Overview



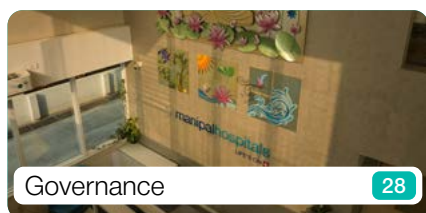
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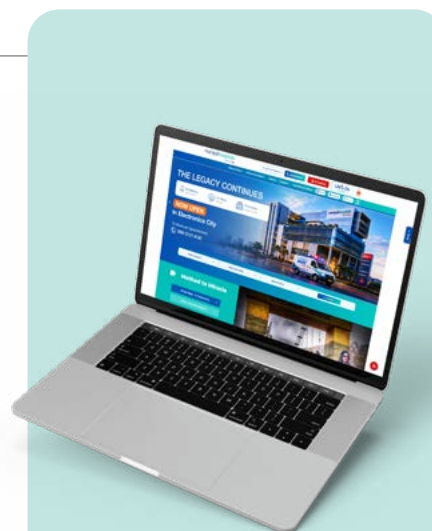
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Disclaimer: This Annual Report contains information relating to the standalone financial and operational performance of Manipal Health Enterprises Limited (the 'Company') and, where the context requires, the consolidated financial and operational performance of the Company together with its subsidiaries, and joint ventures, collectively referred to as 'Manipal Hospitals'. This Annual Report also contains certain forward-looking statements based on management's current expectations, assumptions and projections. Such statements are subject to inherent risks and uncertainties, and actual results or events may differ materially from those expressed or implied. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report, except as required by applicable law. Unless otherwise stated, all financial and operational figures have been rounded off to the nearest appropriate unit. This Annual Report should be read in conjunction with the assumptions, qualifications and risk factors set out in the Management Discussion and Analysis section and elsewhere in this Annual Report.



Highlights of the Year

SPECIALISED CARE. IMPROVED EFFICIENCY.

The year reflected stronger financial and operating performance, an expanding network and sustained progress across clinical excellence and responsible business priorities.



Financial Performance

₹ 10,336 Crores

REVENUE FROM OPERATIONS

₹ 2,644 Crores

EBITDA[^]

25.6%

EBITDA MARGIN

₹ 917 Crores

PROFIT FOR THE YEAR

22%

RETURN ON CAPITAL EMPLOYED*



Operational Performance

49

NUMBER OF HOSPITALS

13,037

LICENSED BEDS

5 Lakhs+

INPATIENT VOLUME

64.5%

OCCUPANCY

54 Lakhs+

OUTPATIENT VOLUMES

2.8 Days

AVERAGE LENGTH OF STAY

₹ 68,900 per Day

AVERAGE REVENUE PER OCCUPIED BED

[^]EBITDA excludes other income, exceptional items and ESOP expense

*Return on Capital Employed % is computed as EBIT divided by Average Capital Employed. EBIT is calculated as EBITDA less depreciation and amortization expense. Capital Employed is total equity less goodwill plus deferred tax liability plus net debt (including lease liabilities).



Responsible Growth

QUALITY AND ACCREDITATION

41 of 49 Hospitals

NABL-ACCREDITED/CERTIFIED

24

HOSPITAL LABORATORIES NABL-ACCREDITED

PEOPLE

24,000+

FULL-TIME EMPLOYEES

COMMUNITY

₹ 20 Crores+

CSR EXPENSES IN 2025-26

MEDICAL EDUCATION

343

DNB, DRNB AND FNB
TRAINING SEATS

25

HOSPITALS OFFERING
THESE PROGRAMMES

42

SPECIALTIES COVERED
BY THE PROGRAMMES

785

STUDENTS ENROLLED
AS OF MARCH 31, 2026

RESEARCH

1,163

PUBLICATIONS IN INDEXED JOURNALS OVER THE
LAST FIVE YEARS

15

REGISTERED ETHICS COMMITTEES OVERSEEING
CLINICAL RESEARCH AND TRIALS

INDIA'S LEADING MULTISPECIALTY HOSPITAL NETWORK BY BED CAPACITY

Manipal Hospitals operates a nationwide multispecialty hospital network spanning outpatient, emergency, inpatient, tertiary and quaternary care. By bed capacity, Manipal Hospitals leads India's pan-India multispecialty hospital networks, with a broad presence across the country.

Since Manipal Hospital Old, Airport Road, Bengaluru commenced operations in 1991, the network has expanded across India through organic growth and strategic acquisitions, creating a broad pan-India hospital footprint

Across metro and non-metro markets, the network serves patients through experienced medical professionals, advanced clinical infrastructure and

standardised practices. Manipal Hospitals leads by bed capacity across Bengaluru, Kolkata and Pune.

Manipal Hospitals has deep capabilities in tertiary and quaternary care, particularly across cardiac sciences, oncology, neurosciences, gastro sciences, orthopaedics and renal sciences, collectively referred to as CONGO-R.



13,037

LICENSED BEDS
ACROSS 49 HOSPITALS

Presence across 3 Key Regions

KARNATAKA, MAHARASHTRA AND GOA, AND SELECT EASTERN INDIAN STATES, COMPRISING WEST BENGAL, ODISHA, JHARKHAND AND SIKKIM

11,000+

DOCTORS

24,000+

EMPLOYEES

2,972

ICU BEDS

338

OPERATING THEATRES

21

CLINICS

76.30 Lakhs

PATIENTS SERVED ACROSS THE NETWORK
INCLUDING O&M HOSPITALS

1,700+

ROBOTIC-ASSISTED SPINE
SURGERIES TILL FY 2025-26

8,300+

NEURO SURGERIES

Balanced and Diversified Presence

ACROSS METROS AND NON-METROS

74,000+

ANGIOGRAPHY AND
ANGIOPLASTY PROCEDURES

STATES/UNION TERRITORIES WITH HOSPITAL PRESENCE

14

Bengaluru | Kolkata | Pune

LEADERSHIP BY BED CAPACITY

VISION
MISSION
VALUES

TO BE THE MOST TRUSTED
DESTINATION FOR CARE - COMBINING
CLINICAL EXCELLENCE, PATIENT-
CENTRICITY AND ETHICAL PRACTICES
WITH INNOVATION AND THE POWER
OF OUR TEAM.

OUR STRATEGIC PRIORITIES

Organic
Growth and
Network
Expansion

Strategic
Acquisitions
and Market
Consolidation

Digital, AI and
Technology-led
Transformation

Medical
Talent
Development
and Retention

Advanced
Clinical
Infrastructure
and Innovation

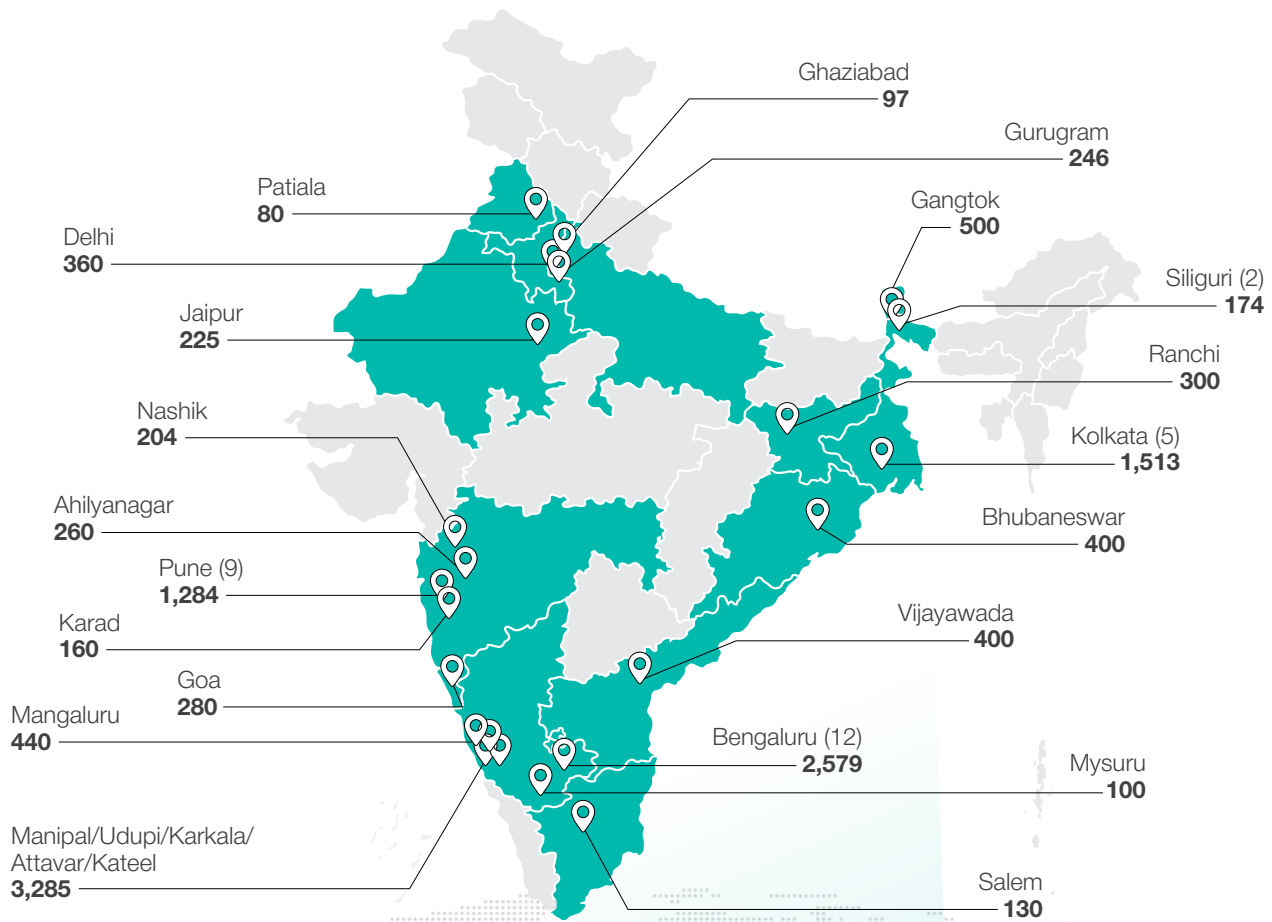


Our Presence

EXPANDING INDIA'S LEADING PAN-INDIA HOSPITAL NETWORK

Manipal Hospitals has built a pan-India hospital network with an established presence across three key regions: Karnataka, Maharashtra and Goa, and West Bengal, Odisha, Jharkhand and Sikkim in eastern India. This breadth gives Manipal Hospitals access to a diverse mix of healthcare markets.

Manipal Hospitals' organic growth strategy focuses on unlocking opportunities within its existing network while expanding through brownfield and greenfield projects. It aims to expand its presence across key regions, including Karnataka, Maharashtra and Goa, and eastern India, while selectively deepening its presence in identified markets.



Disclaimer: This map is a generalised illustration for ease of understanding and is not intended for reference. The depiction of political boundaries and geographical names may not reflect actual positions. The Company and its directors, officers or employees accept no responsibility for any use, misuse or interpretation of the information, and make no representation regarding its accuracy or completeness.

A Balanced Geographic Footprint

The balance between metro and non-metro markets gives Manipal Hospitals a broad operating base to deepen its presence in established healthcare markets while extending access across regional catchments.

47%

LICENSED BEDS IN
METRO MARKETS

53%

LICENSED BEDS IN
NON-METRO MARKETS



Expanding from a Stronger Base

The existing network provides meaningful headroom for growth. With occupancy at 64.5% in 2025-26, Manipal Hospitals has scope to improve utilisation of existing infrastructure and resources. Alongside this, brownfield expansion across established hospitals and greenfield development in markets where it already has a presence are expected to support network growth and reinforce its position in existing markets.

64.5%

OCCUPANCY IN 2025-26, PROVIDING HEADROOM
TO IMPROVE UTILISATION OF EXISTING
INFRASTRUCTURE

480+ Licensed Beds

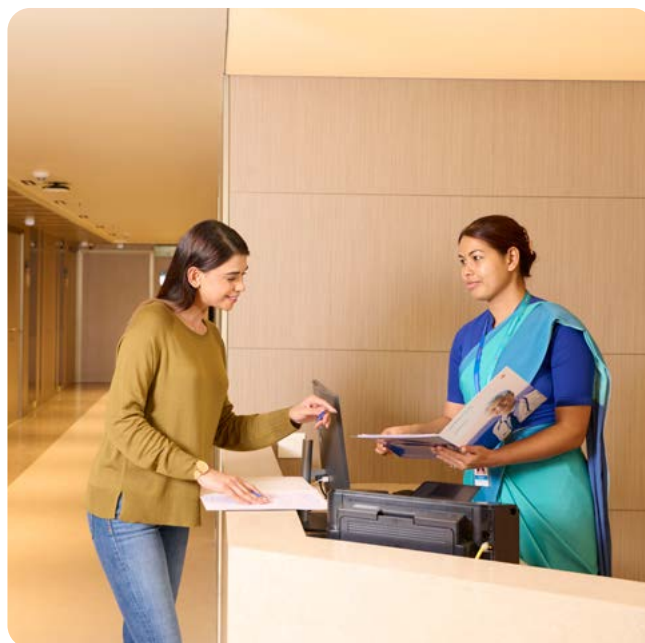
PLANNED THROUGH BROWNFIELD EXPANSION BY 2030

1,900+ Licensed Beds

PLANNED THROUGH GREENFIELD PROJECTS BY 2030

Extending Reach to International Patients

Manipal Hospitals is also strengthening its medical tourism presence across key locations, including Bengaluru, Kolkata and Delhi. In 2025-26, international patients primarily came from the Middle East, Africa and South Asia.





Our Journey and Key Milestones

A JOURNEY OF EXPANSION AND CLINICAL ADVANCEMENT

Manipal Hospitals' journey began in 1991, when Manipal Hospital, Old Airport Road, Bengaluru, commenced operations. Over the decades, the network expanded through new hospitals, entry into new markets and strategic acquisitions, steadily building a stronger pan-India healthcare platform.





2025

Expanded the Network

Public Limited Company

Manipal Hospitals transitioned from a private limited company to a public limited company. Following Board and Shareholder approvals in November 2025, a fresh certificate of incorporation in the name of Manipal Health Enterprises Limited was issued on December 24, 2025

Yelahanka

Manipal Hospital, Yelahanka, Bengaluru, with 264 licensed beds, commenced operations in November 2025

Sahyadri Hospitals

Manipal Hospitals, acquired a majority shareholding in Sahyadri Hospitals Private Limited. The acquisition added 10 hospitals and 1,606 licensed beds across Pune, Nashik, Ahilyanagar and Karad in Maharashtra. The acquisition became effective from October 2025, with the share acquisition undertaken in tranches between October and December 2025

Kanakapura Road

Manipal Hospital, Kanakapura Road, Bengaluru, with 267 licensed beds, commenced operations in June 2025

ACQUIRING WITH PURPOSE. INTEGRATING FOR GROWTH.

In a fragmented Indian hospital market, strategic acquisitions enable Manipal Hospitals to enter promising markets, strengthen positions in established clusters and extend access to quality care. Its approach is selective, supported by a proven track record of integration and operational turnaround.

Manipal Hospitals prioritises assets with strong local brands and established patient volumes. Each opportunity is assessed across healthcare penetration, competitive intensity, referral catchments, regulatory compliance, clinical programme strength, cultural fit and financial profile.

The real value of an acquisition is unlocked after it becomes part of the network. Manipal

Hospitals applies a standardised integration playbook spanning infrastructure and equipment upgrades, common clinical protocols, addition of doctors across identified growth specialties, stronger clinical programmes and a deeper focus on high-acuity care.

This disciplined approach has supported the integration of Medica Synergie and the Sahyadri Hospitals. It also guides opportunities across Karnataka; West Bengal, Odisha, Jharkhand and Sikkim in eastern India; and Maharashtra and Goa, including the Mumbai–Pune economic corridor. Manipal Hospitals continues to evaluate select opportunities in Delhi NCR, Telangana, Kerala, Andhra Pradesh and Chhattisgarh.

5,500+

BEDS ADDED THROUGH ACQUISITIONS BETWEEN 2020-21 AND 2025-26 | LEADING CONSOLIDATOR AMONG PRIVATE HOSPITAL CHAINS IN INDIA BY BED ADDITIONS



INTEGRATING DIGITAL AND AI ACROSS CARE DELIVERY

Manipal Hospitals brings together digital access, integrated clinical systems and advanced medical infrastructure to create a connected care ecosystem across hospital and out-of-hospital settings.

Manipal Hospitals is building a connected physical and digital care model around a unified Hospital Information System, linking clinical, diagnostic and administrative workflows across the network. The strategy is designed to widen access, improve patient and clinician experiences, extend care beyond hospitals and drive greater operating efficiency.



Extending Patient Reach and Access

Our digital channels, including its website and mobile application, simplify patient discovery, engagement, appointment booking and access to care. Teleconsultations, e-pharmacy and telehealth extend the care journey beyond the hospital, connecting patients from discovery and consultation through follow-up.

22%

REVENUE GENERATED THROUGH DIGITAL
PATIENT CHANNELS





Transforming Patient and Clinician Experiences

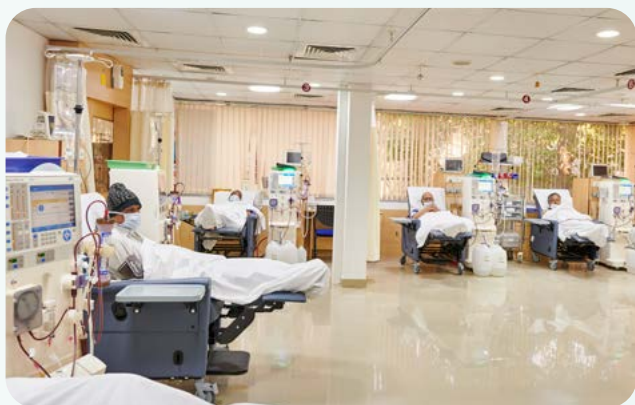
Digital and clinical systems enable seamless information flow, patient monitoring and coordination across care pathways. These include electronic medical records, Picture Archiving and Communication Systems (PACS), Radiology Information Systems (RIS) and laboratory information systems. Where available, clinical decision-support tools assist with imaging triage, dose optimisation, early-warning monitoring and sepsis-risk identification.

15

HOSPITALS WITH STEP-DOWN ICU MONITORING

6,400+

PATIENTS SUPPORTED THROUGH STEP-DOWN ICU MONITORING SINCE 2022



24

HOSPITALS WITH AI-ENABLED NURSING HANDOVERS

24 Lakhs+

AI-ENABLED NURSING HANDOVERS COMPLETED FROM JULY 2025 TO MARCH 2026

14

HOSPITALS WITH LIVE CLINICAL DASHBOARDS FOR DOCTORS



Expanding Out-of-Hospital Care

Home healthcare enables selected services to be delivered at patients' homes through in-house teams and monitored third-party service providers. Services include home sample collection, nursing care, physiotherapy and rehabilitation, vaccinations, patient monitoring, post-operative support and specialist home visits where clinically appropriate.

Teleconsultations, telehealth kiosks and e-pharmacy further extend access beyond the physical hospital network and support continuity of care.

36,000+

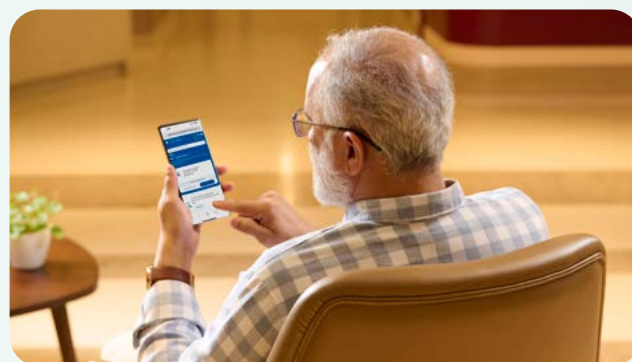
VIRTUAL CONSULTATIONS COMPLETED

3,800+

TELEHEALTH KIOSK SCREENINGS COMPLETED AS OF MARCH 31, 2026

23

HOSPITALS SUPPORTED BY THE E-PHARMACY NETWORK



5,000+

E-PHARMACY ORDERS PROCESSED EACH MONTH

The digital strategy is reinforced by operational excellence across hospital operations, procurement and supply chain, with technology and disciplined processes driving greater efficiency, consistency and scalability.



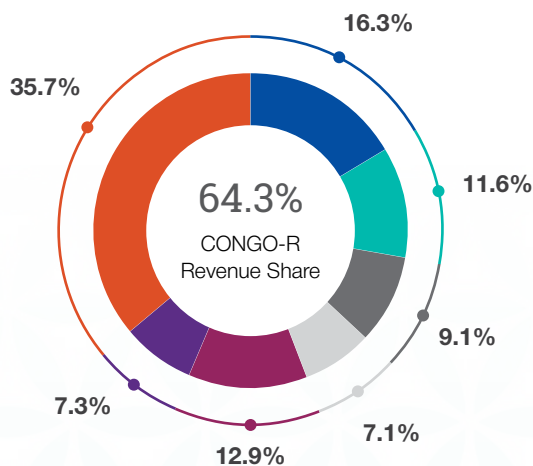
DEEPENING EXPERTISE IN COMPLEX CARE

Manipal Hospitals' clinical strategy centres on strengthening tertiary and quaternary care across six complex specialties: cardiac sciences, oncology, neurosciences, gastro sciences, orthopaedics and renal sciences, collectively referred to as CONGO-R. These specialties address complex, high-acuity conditions requiring advanced interventions, specialised expertise and coordinated care.

Deepening the Clinical Mix

CONGO-R specialties accounted for 64.3% of gross inpatient revenue in 2025-26, compared with 62.6% in 2024-25 and 61.6% in 2023-24, reflecting the increasing contribution of complex care across the network.

CONGO-R Speciality Mix - 2025-26



- Cardiac Sciences
- Oncology
- Neurosciences
- Gastro Sciences
- Orthopaedics
- Renal Sciences
- Others

Note: CONGO-R refers to Manipal Hospitals' six major, high-revenue, high-acuity specialties, including Cardiac Sciences, Oncology, Neurosciences, Gastro Sciences, Orthopaedics, and Renal Sciences.

Clinical Scale

74,000+

ANGIOGRAPHY AND ANGIOPLASTY
PROCEDURES

25,000+

GASTROINTESTINAL
SURGERIES

10,000+

JOINT
REPLACEMENTS

5,900+

ROBOTIC SURGERIES

620

TRANSPLANTS

23,000+

UROLOGY
PROCEDURES

5,800+

CARDIOVASCULAR
SURGERIES

8,300+

NEUROSURGERIES

Supporting Advanced Care

Manipal Hospitals continues to invest in advanced medical infrastructure and clinical innovations that support the growth of its CONGO-R specialties and expand access to complex tertiary and quaternary care. Its infrastructure includes robotic surgical systems, advanced imaging platforms, catheterisation laboratories, radiation therapy technologies and other platforms supporting complex and minimally invasive interventions.

The strategy also includes continued adoption of emerging clinical innovations, including AI-assisted diagnostic and therapy platforms, alongside in-house research initiatives that support the development of advanced care programmes.

Selected Advanced Clinical Infrastructure

Infrastructure	Scale
Cath Labs	58
Robotic Surgical Systems	41
Orthopaedic and Spine Robots	23
Soft-Tissue Surgical Robots	18
LINACs	19
Brachytherapy Units	8
Advanced Linear Accelerator and Tomotherapy Systems	2
MRI Scanners	44
CT Scanners	54
PET-CT Scanners	15
Gamma Cameras	6
Cardiac Lasers	5
EUS and EBUS Platforms	34
Ultrasound and Echocardiography Systems	390+

Even as higher-acuity CONGO-R specialties contributed more to the clinical mix, Average Length of Stay declined from 2.9 days in 2023-24 to 2.8 days in 2025-26.





Our Competitive Strengths

STRENGTHS THAT DIFFERENTIATE AT SCALE

Manipal Hospitals' competitive position is anchored in the scale and geographic breadth of its network, leadership in key markets, an established healthcare brand, advanced clinical capabilities, operating strength, proven acquisition integration and experienced leadership.



Pan-India Scale and Regional Presence

Manipal Hospitals has built a pan-India hospital network with an established presence across three key regions: Karnataka, Maharashtra and Goa, and West Bengal, Odisha, Jharkhand and Sikkim in eastern India. This breadth gives Manipal Hospitals access to a diverse mix of healthcare markets.

Largest

PAN-INDIA MULTISPECIALTY HOSPITAL NETWORK
BY BED CAPACITY

Second Largest

HOSPITAL CHAIN BY NUMBER OF HOSPITALS

Widest

HOSPITAL FOOTPRINT AMONG PRIVATE HOSPITAL
CHAINS IN INDIA



Presence across Three Metro Markets

Manipal Hospitals' multi-hospital presence across Bengaluru, Kolkata and Pune strengthens access within these cities while extending its reach to patients across surrounding districts and regional referral catchments.

Only Private Hospital Chain Network in India

WITH LEADERSHIP BY BED CAPACITY ACROSS
BENGALURU, KOLKATA AND PUNE

5,300+

COMBINED LICENSED BEDS ACROSS THE
THREE METROS



An Established Brand and Integrated Network

Manipal Hospital, Old Airport Road has been rated Bengaluru's number one hospital for 20 years between 2005 and 2025 by The Week-Hansa Survey, while 15 Manipal Hospitals featured in its 2025 list of 'Best Multispecialty Hospitals' in India. Manipal Hospitals has also earned national recognition across healthcare leadership and hospital-chain categories.

The integrated network also enables healthcare professionals to collaborate across disciplines, gain exposure to complex cases, move across hospitals and access continued clinical learning and advancement.

20 Years

MANIPAL HOSPITAL, OLD AIRPORT ROAD, RATED THE
NUMBER ONE HOSPITAL IN BENGALURU BETWEEN
2005 AND 2025 BY THE WEEK-HANSA SURVEY

15 Hospitals

FEATURED IN THE WEEK-HANSA SURVEY 2025 LIST
OF 'BEST MULTISPECIALTY HOSPITALS' IN INDIA



Academics and Research

Manipal Hospitals integrates medical education and research with clinical practice across the network. Its DNB, DrNB and FNB programmes combine supervised clinical exposure, structured rotations, competency-based assessments and multidisciplinary learning across high-acuity disciplines.

Clinical research is supported by laboratories, institutional ethics committees, data analytics capabilities and collaborative research networks. Clinicians participate in clinical trials, translational research, evidence-based studies and multidisciplinary projects, supported by mentorship and platforms for academic publication and knowledge-sharing.

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RESEARCH AND CLINICAL TRIALS, ONGOING AND COMPLETED OVER THE LAST FIVE YEARS



A Repeatable Acquisition and Integration Playbook

Between March 31, 2021, and March 31, 2026, Manipal Hospitals was the consolidator among private hospital chains in India by beds added through acquisitions, adding 5,548 beds during the period.

Potential acquisitions are assessed for regulatory compliance, scale and regional fit, clinical alignment, cultural fit and financial profile. Following acquisition, a standardised integration model focuses on:

- Standardising Clinical Protocols
- Strengthening High-acuity Clinical Programmes
- Upgrading Targeted Infrastructure and Equipment
- Leveraging the Manipal Hospitals Brand
- Expanding Digital and Referral Channels
- Applying Centralised Procurement
- Strengthening Operating Discipline

31.2%

MANIPAL HOSPITALS PRIVATE LIMITED
(FORMERLY COLUMBIA ASIA) EBITDA MARGIN, IN
2025-26 VS. 28.8% IN 2023-24



Track Record of Growth and Operating Efficiency

Between 2023-24 and 2025-26, Manipal Hospitals recorded the highest growth in revenue from operations among the set of major hospital players for which comparable public data was available, while being among the highest in reported EBITDA margin and ROCE. Manipal Hospitals also achieved an average length of stay of 2.8 days in 2025-26, the lowest among the set of major hospital players assessed by CRISIL, alongside an increasing contribution from complex clinical specialties.

29.4%

CAGR OF REVENUE
FROM OPERATIONS

31.1%

CAGR OF
PAT

24.8%

CAGR OF EBITDA



Experienced Leadership with Institutional Support

Manipal Hospitals is led by an experienced management team spanning healthcare operations, finance and hospital management. No attrition among Key Managerial Personnel over the last three financial years has supported leadership continuity through network expansion and acquisition integration.

The leadership team has also benefited from the support of institutional shareholders over the past decade, reinforcing the Company's focus on governance, transparency and disciplined capital allocation. Shareholders include entities associated with Temasek Holdings (Private) Limited, TPG and Novo Holdings.

30 Years

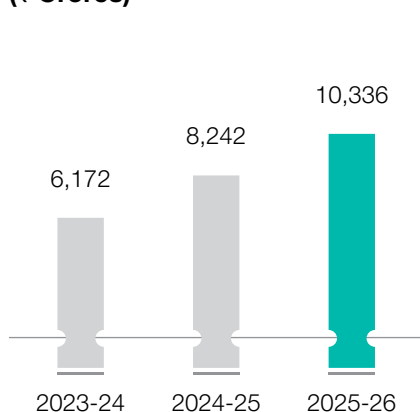
AVERAGE YEARS OF EXPERIENCE
ACROSS LEADERSHIP TEAM LEVELS

GROWTH BACKED BY OPERATING DISCIPLINE

Disciplined execution and continued investment in the healthcare platform have translated into greater scale, stronger operating performance and a more resilient foundation for sustained growth.

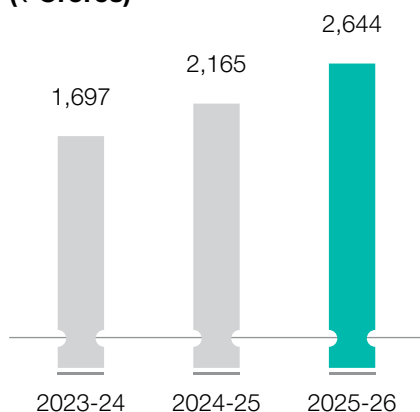
Financial Performance

Revenue from Operations
(₹ Crores)



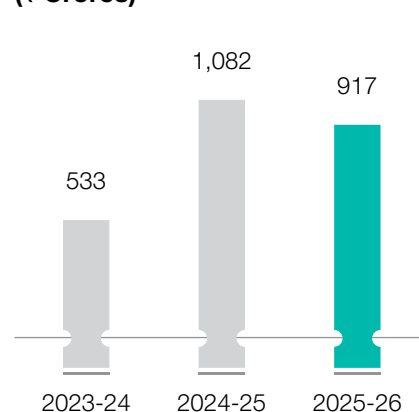
↗ CAGR: 29.4%

EBITDA
(₹ Crores)



↗ CAGR: 24.8%

Profit for the Year
(₹ Crores)

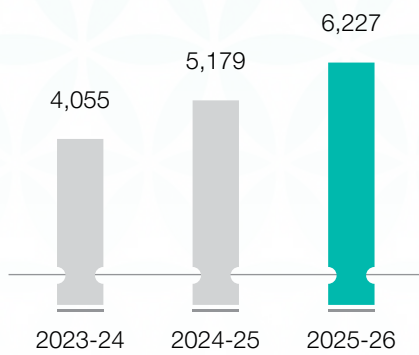


↗ CAGR: 31.1%

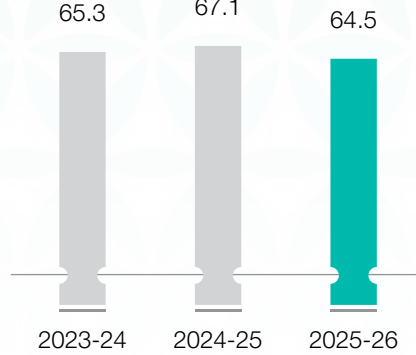


Operational Performance

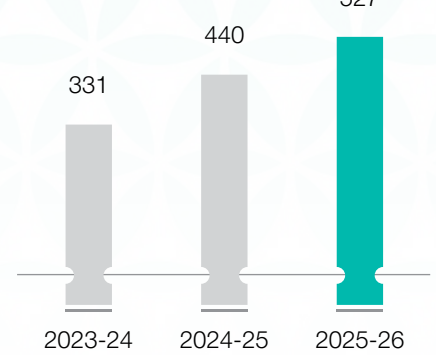
Operational Beds



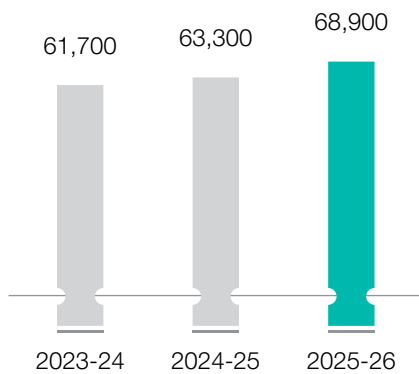
Occupancy (%)



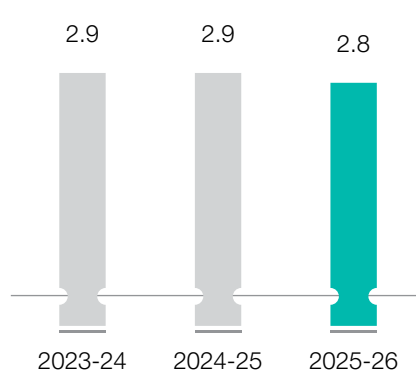
Inpatient Volumes (in 000s)



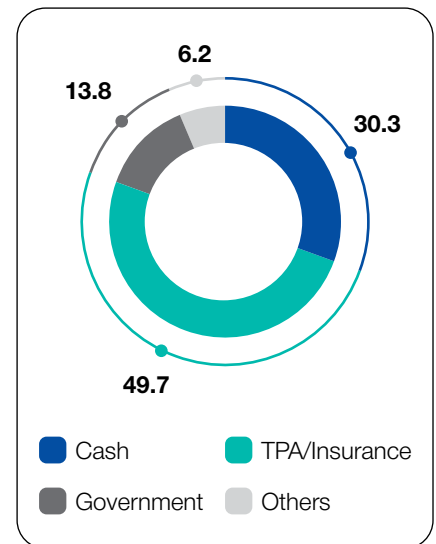
Average Revenue per Occupied Bed (ARPOB) (₹/Day)



Average Length of Stay (ALOS) (Days)



Payor Mix (%)



A LEGACY THAT CONTINUES TO INSPIRE



Our theme,
'A Legacy Built on Trust',
reflects what has defined Manipal
Hospitals over the decades.
Trust earned through clinical
excellence, patient-first care and
a commitment to responsible
healthcare has shaped our
journey and continues to provide
the foundation on which we build
for the future.



Dear Shareholders,

2025-26 marked an important chapter in the evolution of Manipal Health Enterprises Limited, and I am pleased to present the Company's first Annual Report.

During the year, Manipal Hospitals expanded its network, deepened capabilities across complex and high-acuity specialties and continued to invest in advanced clinical technology. These developments come at a time when India's evolving healthcare needs are creating significant opportunities to widen access to advanced care.

For Manipal Hospitals, pursuing these opportunities must always be anchored in clinical quality, strong governance and financial discipline.

Trust as the Foundation

Manipal Hospitals' roots lie in the Manipal Group's longstanding legacy in medical education and healthcare. Beginning with Dr. T. M. A. Pai and carried forward by Dr. Ramdas Pai and Dr. Ranjan Ramdas Pai, this legacy has been shaped by generations of commitment to medical education, research and clinical care.

The hospital network began with Manipal Hospital, Old Airport Road, Bengaluru, which commenced operations in 1991 and laid the foundation for multispecialty tertiary and quaternary care.

From that foundation, a much broader healthcare institution has emerged. Yet, even as its scale and capabilities have evolved, the principles on which trust was first earned have remained central to its journey.

Our theme, '**A Legacy Built on Trust**', reflects this journey. The trust earned over decades through clinical excellence, patient-first care and institutional responsibility has become an enduring part of who we are. As our scale and capabilities continue to evolve, this legacy remains the foundation on which we serve more patients, advance clinical care and build for the future.

Building on a Trusted Legacy

Manipal Hospitals has grown through a combination of organic expansion and strategic acquisitions. During 2025-26, Manipal Hospitals strengthened its presence in key markets, added capacity and further developed its tertiary and quaternary care capabilities.

As of March 31, 2026, the network comprised **49 hospitals and 13,037 licensed beds across 14 states and Union Territories**. During the year, the network, including O&M hospitals, served **76.30 Lakh patients**.

This expansion has been accompanied by sustained investment in clinical capabilities, medical infrastructure and talent. The objective is not scale for its own sake, but a larger network that is increasingly equipped to address complex patient needs and extend advanced care to more people.

Growing with Responsibility

With greater scale comes greater responsibility. As the network expands, maintaining clinical standards, operating discipline and consistency across hospitals becomes even more important. Manipal Hospitals is therefore strengthening the governance structures, leadership systems and integration processes required to support a large and geographically diverse healthcare institution.

For the Board, the priority is clear: growth must remain aligned with strong governance, disciplined capital allocation and appropriate oversight. These are not separate from growth. They are essential to sustaining the trust on which Manipal Hospital has been built.

A New Chapter

Following the close of 2025-26, Manipal Hospitals undertook its initial public offering, marking a significant new chapter in the Company's corporate journey. With it comes a wider community of stakeholders and an even greater responsibility for transparency, accountability and long-term value creation.

As Manipal Hospitals enters this phase, the Board will continue to take a long-term view of institutional development, balancing opportunity with discipline. Manipal Hospitals will continue to pursue expansion while investing in clinical capabilities, medical technology and talent, with the objective of widening access to quality healthcare and maintaining the standards required to grow responsibly.

The years ahead will bring new opportunities, but the measure of progress will remain unchanged: how effectively Manipal Hospitals serves patients, advances clinical care and builds an institution worthy of their trust.

On behalf of the Board, I thank our doctors, nurses, paramedics, employees and management teams for their contribution during the year. I also thank our patients and their families, shareholders, partners and other stakeholders for the confidence they place in Manipal Hospitals.

As we begin this new chapter, we do so with the strength of a legacy built over decades, the responsibility that comes with the trust placed in us and a clear commitment to carry that legacy forward with purpose.

With best wishes,

Dr. Hebri Sudarshan Ballal
Chairman and Non-Executive Director



MD and CEO's Message

BUILDING ON A TRUSTED FOUNDATION



'A Legacy Built on Trust' reflects both where we come from and how we intend to move forward. The trust earned over decades provides a strong foundation as we expand our reach, enhance clinical capabilities and build a more integrated healthcare platform.

Dear Shareholders,

2025-26 was a year in which Manipal Health Enterprises Limited grew with purpose. We strengthened our presence in key markets, integrated additional capacity into the network and continued to deepen our capabilities in complex tertiary and quaternary care.

For us, 'A Legacy Built on Trust' is more than the theme of this report. It reflects the foundation on which Manipal Hospitals has evolved over the decades and the responsibility with which we approach the next phase of our journey. As we expand our reach, enhance clinical capabilities and build a more integrated healthcare platform, we remain anchored in the standards of care and patient commitment that have shaped this legacy.

Converting Opportunity into Performance

India's hospital sector continued to remain highly fragmented during 2025-26, with large private hospitals accounting for approximately 20% of the overall demand. This creates opportunities for organised healthcare providers to widen their reach and build greater scale.

In this evolving healthcare landscape, we remained focused on growing patient volumes, strengthening our clinical mix and maintaining operating discipline. Revenue from operations increased by 25.4% to ₹ 10,336 Crores in 2025-26, compared with ₹ 8,242 Crores in the previous year. EBITDA stood at ₹ 2,644 Crores, with a margin of 25.6%, while profit for the year was ₹ 917 Crores.

Operating performance was driven by volume-led growth with inpatient volumes increasing from 4,39,724 in 2024-25 to 5,27,227 in 2025-26, while outpatient volumes increased from 47,17,313 to 54,83,403. Average length of stay improved to 2.8 days from 2.9 days in the previous year, reflecting operating efficiency even as the share of complex care increased.

Cardiac sciences, oncology, neurosciences, gastro sciences, orthopaedics and renal sciences, collectively referred to as CONGO-R, accounted for 64.3% of gross inpatient revenue in 2025-26, compared with 62.6% in the previous year.

In addition, our disciplined working capital management resulted in a negative working capital cycle of 13 days for the year compared with 16 days in 2024-25.

Expanding with Intent

2025-26 witnessed a healthy mix of organic additions and strategic acquisitions. The acquisition of Sahyadri Hospitals was completed in October 2025, bolstering our presence in Maharashtra. We also operationalised two new hospitals at Kanakapura, South Bengaluru in June 2025 and Yelahanka, North Bengaluru in November 2025, further augmenting our presence in the city.

Our focus following any acquisition extends beyond just adding capacity. We adopt a structured integration approach that includes enhancing clinical programmes, implementing standardised clinical protocols, upgrading select infrastructure and equipment, and introducing operating practices to support quality and efficiency. The incoming hospitals also reap the benefits of the larger network's digital channels, referral pathways, and centralised procurement.

Building One Culture

While physical infrastructure and clinical capabilities are visible indicators of growth, the true strength of Manipal Hospitals lies in its people. Over the past few years, we have brought together multiple care-delivery platforms into a single integrated network. With the addition of Sahyadri Hospitals, Manipal Hospitals today is powered by a workforce of more than 35,000 professionals, including over 11,000 doctors and over 17,000 nurses and allied health professionals. Bringing together this scale of talent across diverse geographies, cultures and clinical traditions is a significant undertaking, and one of our most important achievements. As we continue to grow, attracting, developing and retaining high-quality talent will remain central to our strategy.

Deepening Clinical Capability

Clinical depth remains central to our strategy. The growing contribution from complex and high-acuity care reflects the continued development of tertiary and quaternary capabilities across the network. We support these programmes through investments in advanced medical infrastructure and technologies, including robotic systems, radiation therapy, spine robotics and minimally invasive platforms. The strategy also includes the adoption of emerging clinical innovations, including AI-assisted diagnostic and therapy platforms and integrated remote patient monitoring solutions.

Building clinical capability also requires building a robust pipeline of medical talent across metro and non-metro cities. Manipal Hospitals runs one of the largest postgraduate and super-specialty training through DNB, DrNB and FNB programmes, fellowships and research-linked initiatives. For nurses, structured preceptorship and skills-development programmes are complemented by training in clinical leadership and specialised competencies. These initiatives are intended to ensure that the expansion of the network is supported by the clinical talent required to deliver increasingly complex care.

Turning Technology into Better Delivery

Technology is becoming increasingly embedded across patient access, clinical workflows and hospital operations. Our digital strategy is focused on three areas: extending patient reach and access, improving patient and clinician experiences within hospitals, and expanding out-of-hospital care. This is supported by a technology-enabled model anchored in a unified hospital information system integrating clinical, diagnostic and administrative workflows.

Within hospitals, technology is being used to standardise clinical workflows and information visibility. Initiatives include wireless patient monitoring outside conventional ICUs, AI-enabled nursing handovers and live clinical and outpatient dashboards. As of March 31, 2026, AI-enabled nursing handovers had been launched at 24 hospitals, while the wireless monitoring platform had been deployed at 15 hospitals.

We are also extending care through teleconsultations, e-pharmacy and other digital healthcare initiatives. Revenue generated from patients accessing our services through digital channels accounted for 22% of consolidated revenue from operations in 2025-26. The focus remains on applying technology where it can improve access, support clinical workflows, extend continuity of care and increase operating efficiency.

Focused on the Next Phase

The priorities for the near term remain centred on disciplined execution. We will continue to balance brownfield expansion, greenfield development and selective acquisitions, while integrating recently acquired hospitals and strengthening their clinical and operating performance.

At the same time, the focus will remain on increasing utilisation of existing capacity, deepening clinical programmes and pathways, investing in medical infrastructure and technology, building a robust pipeline of doctors and nurses, and expanding digital and out-of-hospital care capabilities.

The next phase of Manipal Hospitals' journey will be defined not only by the capacity we add, but by how effectively we harness the collective strengths of our people, clinical expertise, technology platforms and integrated network. Growth at this scale is sustainable only when supported by a strong culture, shared purpose and disciplined execution.

I thank our doctors, nurses, paramedics, employees and management teams for their contributions during 2025-26. I also thank our patients, shareholders, partners and other stakeholders for their continued confidence in Manipal Hospitals. We enter the next phase with a larger and more integrated platform, clear execution priorities and a continued commitment to remain a trusted brand for delivering quality healthcare.

Dilip Jose

Managing Director and CEO

INTEGRATING ENVIRONMENTAL RESPONSIBILITY INTO CARE DELIVERY

Healthcare operations carry environmental responsibilities across waste management, water and air quality, energy use and the safe handling of materials generated through clinical care. Manipal Hospitals manages these priorities through defined procedures, employee training, environmental monitoring and compliance with applicable regulatory requirements.

Environmental Management and Compliance

Manipal Hospitals' operate within a regulatory framework governing environmental protection, air emissions, water discharge and the handling of biomedical and hazardous waste. Applicable facilities maintain biomedical and hazardous waste authorisations and consents under the Air and Water Acts from the respective State Pollution Control Boards.

Environmental controls are embedded into hospital operations through defined procedures and monitoring mechanisms. Manipal Hospitals undertakes air and water quality checks across patient-care environments and maintains infrastructure safeguards to support safe operating conditions. Incidents and near misses are recorded through an incident management application, enabling timely corrective and preventive action.

Responsible Biomedical Waste Management

Biomedical waste management remains a key environmental priority across hospital operations. Manipal Hospitals maintains standard operating procedures for waste segregation, storage and disposal, sharps handling, environmental cleaning and disinfection, and the use of automated equipment where appropriate to reduce manual handling risks.

The framework also provides for pre-treatment of specified laboratory and microbiological waste and maintains records covering the generation, collection, storage, transportation, treatment and disposal of biomedical waste in accordance with applicable requirements.



Air and Water Quality Management

Hospital operations require continuous attention to water discharge, air quality and associated infrastructure. Manipal Hospitals undertakes air and water quality checks as part of its environmental, health and safety practices and maintains relevant operating controls across its facilities.

Facilities are also subject to applicable requirements under the Water and Air Acts, including prescribed discharge and emission standards and maintenance of relevant consents from State Pollution Control boards.

Renewable Energy Procurement

Manipal Hospitals continue to transition to cleaner energy sources and improve energy efficiency across operations. Goal is to achieve the net zero energy targets. We have been able to achieve significant renewable energy usage and continue to increase use of green energy sources across our facilities. Efforts are being made to reduce the carbon emissions and improve the Company's carbon footprints.



Building Environmental Awareness

Employee awareness and operating discipline are integral to implementing environmental practices across hospitals. Relevant employees undergo mandatory induction on environment, health and safety (EHS), including a dedicated medical waste management module, followed by regular refresher programmes.

Manipal Hospitals also maintains procedures covering waste segregation and disposal, environmental cleaning, sharps management and other practices supporting the safe handling of materials within clinical environments.

STRENGTHENING THE SOCIAL ECOSYSTEM OF CARE

Manipal Hospitals' social priorities span patients, employees, healthcare professionals, communities, and value chain partners. Its approach centres on patient safety and experience, workforce capability and well-being, community development and responsible sourcing.

Patients

Manipal Hospitals follows a patient-centric model supported by clinical protocols, safety frameworks and consistent service processes across its hospitals. Its approach includes reducing turnaround times, enabling digital appointment scheduling and providing culturally sensitive multilingual support to improve access and strengthen the patient experience.



Patient Engagement and Continuity

Patient engagement spans awareness and consultation through treatment, follow-up and preventive care. Manipal Hospitals uses its website, mobile application, contact centre and in-hospital systems, including self-service kiosks, queue-management systems and feedback terminals, to maintain connected interactions across the care journey.

With appropriate safeguards, patient interaction data supports reminders, health education and clinically governed outreach. Patient satisfaction inputs are integrated into engagement processes to strengthen responsiveness and improve the care journey.



Patient Safety

Patient safety is reinforced through defined clinical and operating procedures, incident reporting and escalation mechanisms. Incidents and near misses are recorded through an incident management application, enabling timely corrective and preventive action. Awareness is further strengthened through initiatives including Patient Safety Week and Infection Control Week.

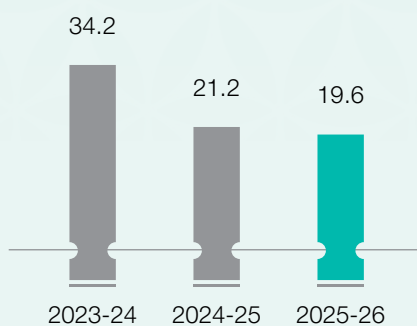
Our People and Medical Community

Manipal Hospitals' expansion of complex tertiary and quaternary care depends on its ability to attract, develop and retain high-quality medical talent. Manipal Hospitals seeks to offer clinicians and nurses a compelling professional environment through exposure to complex cases, advanced medical technologies, structured development opportunities and academic pathways across the network.

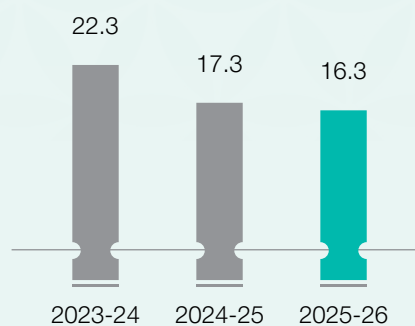
Our workforce includes nurses, paramedics, administrative employees, doctors and other healthcare professionals who collectively support clinical care and hospital operations across the network.

Workforce Attrition (%)

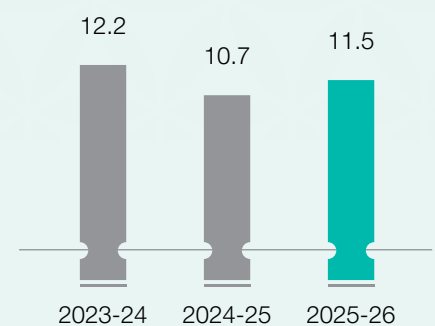
Nurses



Paramedics



Senior Hospital Management



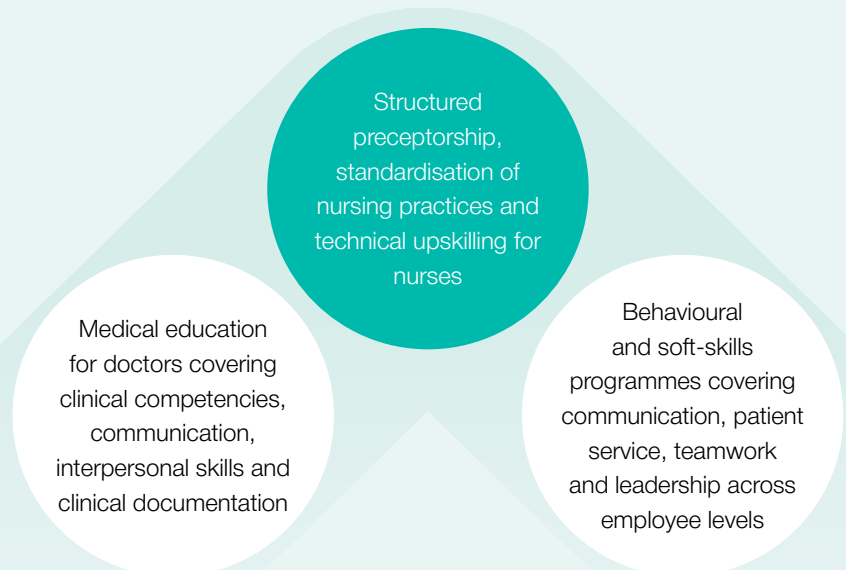
Structured Recruitment and Credentialing

Our recruitment is guided by defined requirements for qualifications, experience, skills and clinical competence. Doctors and other healthcare professionals undergo structured credentialing, including verification of medical degrees, registrations, experience certificates and background checks. Employee recruitment also incorporates competency-based assessments and relevant reference and background verification.



Learning and Development

Our learning and development framework strengthens both clinical and non-clinical capabilities. Training includes:



Nursing development also includes specialised courses in areas such as forensic nursing, oncology and medical safety. Mid-level and senior nurses undertake programmes in clinical leadership, team-based care and specialised competencies, supported by progression pathways, mentorship and recognition.

Occupational Health and Safety

Employees handling biological specimens receive appropriate training and protective equipment. Personnel in critical or radiation-exposed areas are provided safety equipment including PPE, dosimetry badges, lead aprons and goggles, as applicable.

Relevant employees undergo mandatory environment, health and safety induction and refresher training. Fire-safety training, mock drills and annual health check-ups further reinforce the Company's health and safety framework.



Communities

Through its Corporate Social Responsibility programme, Manipal Hospitals supports initiatives across education and skills, healthcare access, women's empowerment, social inclusion and rural development.



Virtual Classroom Learning reached approximately **14,000 students**, while Smart Mathlab supported approximately **1,500 students** across identified locations.

Education and Skills

Manipal Hospitals supports initiatives that strengthen learning and employability, including:



Virtual Classroom Learning for mathematics and science across locations in Karnataka



Smart Mathlab programmes supporting model-based mathematics learning



Mid-day meal programmes through the Akshaya Patra Foundation



Entrepreneurial mindset programmes for government-school students



Entrepreneurship training for vocational youth

Improving Access to Healthcare

Manipal Hospitals supports healthcare interventions for underserved communities, including assistance towards treatments, procedures and surgeries for children, women and breadwinners from underprivileged families.

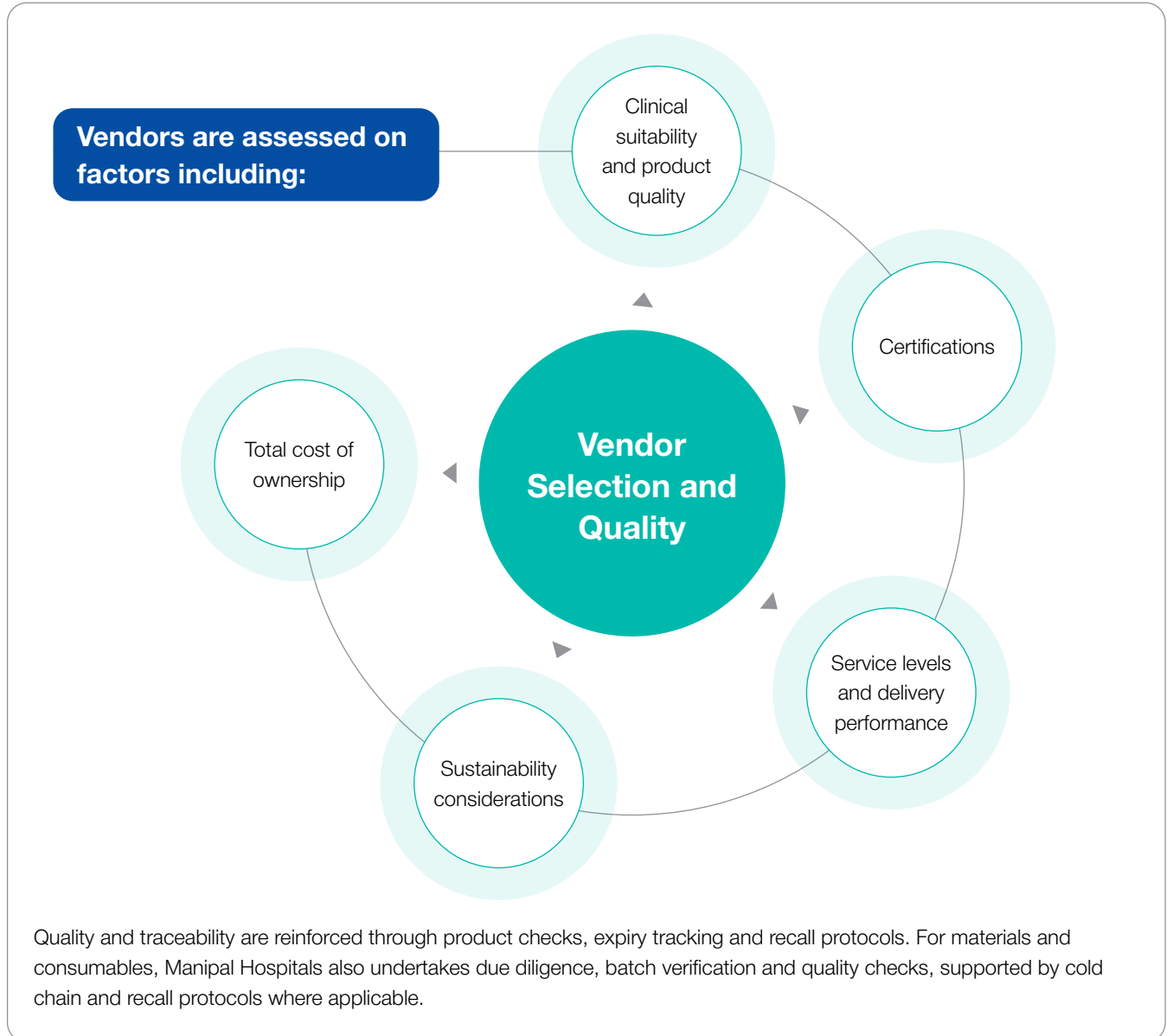
Women's health initiatives include the Well-Woman Cancer Clinic in the Manipal-Udupi region and support for non-invasive breast and cervical cancer screening equipment in Kolkata. Manipal Hospitals has also supported the establishment of a breast milk bank for pre-term babies recovering in neonatal intensive care.

₹ 20.58 Crores

CSR EXPENDITURE IN 2025-26

Value Chain Partners

Manipal Hospitals sources medical consumables, pharmaceutical products and other supplies from a broad base of licensed and authorised manufacturers, distributors and channel partners, reducing dependence on a limited group of suppliers.



Supply Chain Governance

The procurement model combines centralised governance with local execution. Supplier negotiations and payments are managed centrally, while orders and deliveries can be executed locally through suppliers located near hospitals. Digital procurement systems and analytics monitor inventory, lead times and supplier performance.

Governance measures include policy-based approvals, digital audit trails, segregation of duties, supplier risk segmentation and business continuity planning.



BUILDING TRUST, ACCOUNTABILITY AND TRANSPARENCY

Our governance framework supports responsible decision-making, clear accountability and effective oversight across its large and diverse healthcare network. It brings together the Board of Directors and its committees, the leadership team, defined risk and internal-control mechanisms, clinician-led governance structures and information-security controls.

Together, these mechanisms provide oversight across financial reporting, regulatory compliance, clinical care, risk management, people, technology and stakeholder responsibilities.

Governance Framework

The Board provides overall direction and oversight, supported by committees with clearly defined responsibilities. Management executes within established policies, controls and reporting mechanisms, while hospital-level governance structures reinforce clinical and operational accountability.

The Board functions directly and through committees constituted to oversee specific areas of responsibility. Its governance structure and Board committees are aligned with applicable requirements under the Companies Act and the SEBI Listing Regulations.

For further details on the Board, its committees and the Company's governance practices, refer to the Corporate Governance Report forming part of this Annual Report.



Key Governance Mechanisms

Our governance framework is reinforced by risk management and internal controls, clinical governance, and data governance and cybersecurity, together strengthening accountability across the organisation.

Risk Management and Internal Controls

Manipal Hospitals maintains a risk-management framework to identify, assess, mitigate and monitor risks across operations, legal and regulatory compliance, treasury and financial reporting.

Internal audits assess compliance with legal and industry requirements across occupational health and safety, environmental matters, service quality and human capital, with findings periodically presented to the Board. Management implements agreed corrective actions and monitors their closure.

Manipal Hospitals has adopted a whistle-blower policy, including a vigil mechanism, and an anti-bribery compliance policy. Budgetary and control-review mechanisms enable periodic comparison of actual performance against budgets and forecasts.

Clinical Governance

Medical Advisory Boards at each hospital are aligned with regional and group leadership. Chaired by senior clinicians and comprising specialty heads and ex officio unit leaders, they provide a structured forum for clinician participation while preserving clinical autonomy.

The Medical Advisory Boards operate with defined requirements for quorum, tenure and meeting frequency. Standardised agendas and dashboards enable escalation of hospital-level priorities and sharing of practices across the network.

Hospital-level committees oversee infection control, morbidity and mortality, patient safety, pharmacy and therapeutics, and transfusion.

Data Governance and Cybersecurity

Manipal Hospitals maintains cybersecurity controls across patient data and enterprise systems. Its framework spans continuous monitoring, threat mitigation, incident response, independent cybersecurity assessments, gap analyses, vulnerability assessments and penetration testing.

Patient-related digital activities are governed by data-protection controls, including role-based access and audit trails across relevant systems. Patient information is disclosed to third parties only where permitted by applicable law and patient consent.



Board of Directors



Dr. Hebri Sudarshan Ballal

Chairman and Non-Executive Director



Dilip Jose

Managing Director and CEO



Dr. Ranjan Ramdas Pai

Non-Executive Director



Ravi Lambah

Non-Executive Director



Ved Kalanoria

Non-Executive Director



Puneet Bhatia

Non-Executive Director



Vinesh Kumar Jairath

Non-Executive Independent Director



Subramaniam Somasundaram

Non-Executive Independent Director



Revathy Ashok

Non-Executive Independent Director

Leadership Team



Dilip Jose

Managing Director and CEO



Sameer Agarwal

Chief Financial Officer



Karthik Rajagopal

Chief Operating Officer



Partha Pratim Das

Chief People Officer



Sojwal Vora

Chief Supply Chain Officer



Nandkishor Dhomne

Chief Information Officer



Dr. Murali Srinivasan

Chief of Medical Services



B Sreeram

Associate Vice President, Projects



Sathish K R

General Counsel and
Company Secretary



CORPORATE INFORMATION

Board of Directors

Dr. Hebri Sudarshan Ballal

Chairman and Non-Executive Director

Mr. Dilip Jose

Managing Director and CEO

Dr. Ranjan Ramdas Pai

Non-Executive Director

Mr. Ravi Lambah

Non-Executive Director

Mr. Ved Kalanoria

Non-Executive Director

Mr. Puneet Bhatia

Non-Executive Director

Mr. Vinesh Kumar Jairath

Non-Executive Independent Director

Mr. Subramaniam Somasundaram

Non-Executive Independent Director

Ms. Revathy Ashok

Non-Executive Independent Director

Chief Financial Officer

Mr. Sameer Agarwal

Chief Operating Officer

Mr. Karthik Rajagopal

General Counsel and Company Secretary

Mr. Sathish K R

Statutory Auditors

M/s. B S R & Co. LLP

Chartered Accountants

Firm Registration Number: 101248W/W-100022

Secretarial Auditors

M/s. Preetham Hebbar & Co.

Internal Auditors

M/s. Ernst & Young LLP

Bankers

- Axis Bank Limited
- Canara Bank
- HDFC Bank Limited
- IndusInd Bank Limited
- Kotak Mahindra Bank Limited

Registered and Corporate Office

The Annexe, #98/2,
Rustom Bagh, HAL Airport Road,
Bengaluru - 560 017,
Karnataka, India
Telephone: +91 80 4936 0300
Email: legalcs@manipalhospitals.com
Website: www.manipalhospitals.com

Corporate Identification Number

U85110KA2010PLC052540

Registrar and Share Transfer Agent

KFin Technologies Limited
Selenium Tower B, Plot No. 31 and 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy - 500 032,
Telangana, India
Telephone: +91 40 6716 2222/1800 309 4001
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Website: www.kfintech.com

BOARD'S REPORT

To,

The Members,

Your directors take immense pleasure in presenting the 16th Annual Report on the performance of the Company along with the audited financial statements for the financial year ended March 31, 2026. This being the Company's first Annual Report following listing of its equity shares on August 05, 2026, the report highlights our strategic journey, operational milestones, and financial performance during the financial year.

FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended March 31, 2026, is summarised below:

(₹ In Crores)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from operations	3,584.13	3,104.10	10,335.75	8,242.26
Other income	117.44	100.66	184.77	120.55
Total Income	3,701.57	3,204.76	10,520.52	8,362.81
Less : Expenses	3,116.15	2,556.11	9,268.35	7,134.45
Profit before exceptional items and tax	585.42	648.65	1,252.17	1,228.36
Exceptional Items	-21.64	-	-74.07	13.95
Less: Tax expense	133.81	113.35	261.51	160.64
Profit for the year	429.97	535.30	916.59	1,081.67

STATE OF COMPANY'S AFFAIR, OPERATING RESULTS AND PROFITS

Manipal Health Enterprises Limited ("MHEL" or "the Company") (incorporated on February 15, 2010), and its subsidiaries are engaged in the business of running/managing hospitals, and providing healthcare services. The Company holds interests in its subsidiaries together with which it invests, manages and operates a network of various Hospitals/Clinics providing healthcare services in India.

Manipal Hospitals is one of India's leading healthcare groups with a network of 49 hospitals in India with 13,037 licensed beds. The 50th hospital of the group commenced operations at Electronic City, Bengaluru, July 2026.

Manipal Hospitals offers an integrated range of healthcare services from out-patient treatment and diagnostics to advanced clinical care which also extends to personalised home-care services. Keeping pace with the latest technological breakthroughs in medical science hospitals are equipped with state-of-the-art facilities on par with global standards.

STANDALONE FINANCIAL RESULTS:

The standalone revenue from operations increased by 15.46% to ₹ 3,584.13 Crores for FY 2025-26 as compared to ₹ 3,104.10 Crores in FY 2024-25. The profit after tax stood at ₹ 429.97 Crores for FY 2025-26 as compared to ₹ 535.30

Crores in 2024-25, reflecting a decrease of 19.68% from the previous year.

CONSOLIDATED FINANCIAL RESULTS:

The Company's consolidated revenue from operations increased by 25.40% to ₹ 10,335.75 Crores for 2025-26 as compared to ₹ 8,242.26 Crores in 2024-25. The consolidated profit after tax stood at ₹ 916.59 Crores for 2025-26 as compared to ₹ 1,081.67 Crores in 2024-25, reflecting a decrease of 15.26% from the previous year.

MATERIAL EVENTS AND DEVELOPMENTS DURING THE FINANCIAL YEAR UNDER REVIEW:

Initial Public Offering (IPO) & Listing of Equity Shares of the Company:

During the year under review, to facilitate the transition into a listed public entity, the Company was converted from private limited company to public limited company and our name was changed from '**Manipal Health Enterprises Private Limited**' to '**Manipal Health Enterprises Limited**' and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Karnataka at Bengaluru, on December 24, 2025.

During the year under review, the Board of Directors of the Company in its meeting dated March 04, 2026 have approved the proposal of raising fund by way of Initial



BOARD'S REPORT (CONTD.)

Public offer (including both "Fresh Issue" and "Offer for Sale") which was subsequently approved by the members of the Company in its Extra Ordinary General Meeting dated March 10, 2026. In this regard, the Company has filed Draft Red Herring Prospectus ("DRHP") on March 23, 2026, Red Herring Prospectus ("RHP") on July 23, 2026 and Prospectus on July 31, 2026.

The Company successfully completed its Initial Public Offering ("IPO"), which received an overwhelming response from institutional, corporate and retail investors, reflecting strong confidence in the Company's business model, growth strategy and long-term value proposition.

The IPO comprised an aggregate offer of 15,72,33,715 Equity Shares of face value of ₹ 2 each, aggregating to ₹ 9,275.21 Crores (the "Offer"). The Offer consisted of a Fresh Issue of 135,619,881 Equity Shares of face value of ₹ 2 each, aggregating to ₹ 8,000 Crores, and an Offer for Sale of 2,16,13,834 Equity Shares of face value of ₹ 2 each, aggregating to ₹ 1,275.21 Crores by certain existing shareholders. The public issue opened for subscription on July 29, 2026 and closed successfully on July 31, 2026.

Pursuant to the successful completion of the IPO, the equity shares of the Company were listed and admitted to dealings on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") with effect from August 05, 2026. The listing marks a defining milestone in the Company's journey, providing access to the public capital markets, strengthening its corporate profile and governance framework, and significantly broadening its base of long-term shareholders.

The Board of Directors places on record its sincere appreciation for the invaluable contributions of the Book Running Lead Managers ("BRLMs"), legal counsels, statutory auditors, regulatory authorities and all other advisors and intermediaries whose expertise, commitment and collaborative efforts were instrumental in the successful execution of the IPO.

The Board also expresses its heartfelt gratitude to the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("RoC"), the stock exchanges and all other regulatory authorities for their guidance, support and co-operation throughout the IPO process, enabling the Company to achieve this significant milestone.

Above all, the Board extends a warm welcome to the Company's new public shareholders and expresses its sincere gratitude for the confidence they have reposed in the Company. Your investment and trust reinforce our commitment to building a sustainable, technology-driven business while delivering long-term value to all stakeholders.

As a publicly listed company, we remain steadfast in our pursuit of innovation, clinical excellence, patient contracts, strong corporate governance and enduring value creation.

Acquisition of Sahyadri Hospitals Private Limited ("SHPL")

Share purchase agreement dated July 09, 2025, was entered into by and amongst Summit Bidco Pte. Limited, Manipal Hospitals Private Limited ("MHPL") and our Company read with the letter agreement dated September 15, 2025 ("Sahyadri SPA")

Pursuant to the Sahyadri SPA, MHPL has, on (i) October 03, 2025 acquired 26,175,623 equity shares of face value of ₹ 10 each aggregating to 78.71% of the issued, subscribed and paid-up share capital of SHPL for a consideration of ₹ 4,596.54 Crores from Summit Bidco Pte. Limited and (ii) December 01, 2025 acquired 32,71,954 equity shares of face value of ₹ 10 each aggregating to 9.84% of the issued, subscribed and paid-up share capital of SHPL from Summit Bidco Pte. Limited for a consideration of ₹ 574.43 Crores. Further MHPL has agreed to acquire from Summit Bidco Pte. Limited 32,71,960 equity shares (which includes 7 equity shares from a previous tranche) of face value of ₹ 10 each aggregating to 9.84% of issued, subscribed and paid-up share capital of SHPL for a base purchase consideration of ₹ 574.05 Crores on or prior to December 01, 2026. Summit Bidco Pte. Limited., MHPL and our Company have further agreed that if the Sahyadri Hospitals achieves agreed upon financial parameters i.e. LTM EBITDA of ₹ 400 Crores for the Sahyadri Hospitals on a consolidated basis, MHPL shall pay an additional purchase consideration. Further MHPL has agreed to pay a contingent amount of ₹ 6.81 Crores linked to tax assessment.

Additionally, pursuant to separate agreements entered into with certain minority shareholders of SHPL, MHPL has acquired an aggregate of 4,77,576 equity shares, representing 1.44% of the total issued and paid-up share capital of SHPL for an aggregate consideration of ₹ 83.86 Crores. Further, MHPL has agreed to acquire 12,094 equity shares of SHPL representing 0.04% of the total issued and paid-up share capital of SHPL from another minority shareholder.

DIVIDEND

During the year under review, the Board of Directors has not recommended any dividend.

During the process of IPO, Company has adopted a Dividend Distribution Policy in terms of SEBI Listing Regulations, which can be accessed at the Company's website at <https://www.manipalhospitals.com/assets/pdf/Dividend-Distribution-Policy.pdf>

BOARD'S REPORT (CONTD.)

RESERVES AND SURPLUS

The Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit of 2025-26 in the profit and loss account.

CHANGES TO EQUITY SHARE CAPITAL DURING THE YEAR

Authorised Share Capital:

During the year under review, the authorised share capital of the Company was increased from ₹ 2,55,00,00,000 consisting of 1,27,50,00,000 Equity Shares of face value of ₹ 2 each to ₹ 3,00,00,00,000 consisting of 1,50,00,00,000 Equity Shares of face value of ₹ 2 each vide shareholders resolution dated November 20, 2025.

The Authorised Share Capital of the Company as on March 31, 2026, stood at ₹ 3,00,00,00,000 (Rupees Three Hundred Crores only) comprising of 1,50,00,00,000 (One Hundred and Fifty Crores) Equity Shares of face value of ₹ 2 each.

Issued, Subscribed and Paid-Up Share Capital:

The issued, subscribed and paid up Capital as on March 31, 2026 stood at ₹ 2,35,95,14,642 (Rupees Two Hundred Thirty-Five Crores Ninety-Five Lakh Fourteen Thousand Six Hundred Forty-Two Only) comprising of 1,17,97,57,321 (One Hundred Seventeen Crores Ninety-Seven Lakh Fifty-Seven Thousand Three Hundred Twenty-One) Equity Shares of face value of ₹ 2 each.

During the year under review, changes in the paid-up equity share capital of the Company occurred pursuant to the following events:

i. Bonus Issue:

The Board of Directors and shareholders at their meetings held on March 18, 2025 and March 25, 2025, respectively, approved the issuance of bonus shares in the ratio of 2:1 i.e. two fully paid-up Equity Shares for every one fully paid-up Equity Share and issued 770,624,340 Equity shares of ₹ 2 each, which were allotted by the Board on April 22, 2025.

ii. Allotment of Equity shares under Restated Brand License Agreement:

The Company has allotted 2,38,20,811 Equity shares of value of ₹ 2 each an issue price of ₹ 692.68/- per equity share, for a total issue price of ₹ 16,50,01,99,363.48/- (Consideration other than cash) to MEMG International India Private Limited pursuant to the settlement under the Restated Brand License Agreement, which was approved by the shareholders in their meeting dated March 10, 2026.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of your Company's performance is provided in the Management Discussion and Analysis for 2025-26, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Board's Report as **Annexure 1**.

CHANGE IN NATURE OF BUSINESS

During the period under review, there was no change in the nature of Company's business.

DETAILS OF SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY

As at March 31, 2026, the Company has the following Twelve (12) Indian subsidiaries:

- i. Manipal Hospitals Private Limited
- ii. Manipal Hospitals (Dwarka) Private Limited
- iii. Manipal Hospitals (Bengaluru) Private Limited
- iv. Manipal Hospitals (East) India Private Limited
- v. Manipal Hospitals Eastern India Private Limited
- vi. Manipal Hospitals Bengal Private Limited
- vii. Manipal Hospitals Synergie Private Limited
- viii. Sahyadri Hospitals Private Limited
- ix. Sahyadri Karad Hospitals Private Limited
- x. Saideep Healthcare & Research Private Limited
- xi. Surya Hospitals Private Limited
- xii. HealthMap Diagnostics Private Limited

Further as on March 31, 2026 the Company has One (1) foreign subsidiary i.e. Manipal Health Enterprises International Pte. Ltd.

As on March 31, 2026 the Company has the following Associate/Joint Venture Companies:

- i. iGenetic Diagnostics Private Limited – Associate Company
- ii. Terrals Technologies Private Limited – Joint Venture Company.

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiaries is attached as **Annexure 2**. Further, as per Ind AS, 2 (two) silos have been considered for the preparation of Consolidated Financial Statements.

As on March 31, 2026, the Company has following subsidiaries which are material:

- i. Manipal Hospitals Private Limited;
- ii. Manipal Hospitals (East) India Private Limited; and
- iii. Sahyadri Hospitals Private Limited



BOARD'S REPORT (CONTD.)

During the year under review Manipal Hospitals Eastern India Private Limited, Manipal Hospitals Synergie Private Limited, Medica TS Hospital Private Limited and Tata Steel Limited have entered into a share purchase agreement dated March 17, 2026 for divestment of its entire stake in Medica TS to Tata Steel Limited for a consideration of ₹ 1.49 Crores, which has since been completed. Medica TS ceased to be an associate company w.e.f March 30, 2026.

Apart from the above, no Body Corporate has become or ceased to be Subsidiary, Joint venture or Associate Company of the Company during the financial year 2025-26.

FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, 2019; DOWNSTREAM INVESTMENTS MADE BY THE COMPANY

The Company is in compliance with the provisions of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, with respect to downstream investment.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR RESIGNED DURING THE YEAR.

Directors

As on March 31, 2026 the Board had 9 (Nine) directors comprising of 1 (One) Executive Director and 3 (Three) Non-Executive Independent Directors and 5 (Five) Non-Executive Non-Independent Directors.

The Company comprises an optimum combination of Executive, Non-Executive and Independent Directors possessing diverse experience and expertise across various fields including business strategy, finance, governance, legal, technology, operations and management. The composition of the Board is in compliance with the provisions of the Companies Act, 2013 (the 'Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The details of the composition of the Board of Directors are given in the Corporate Governance Report which forms an integral part of this Board's Report.

The Details of The Changes in The Composition of the Board of Directors are Provided Below:

I. Appointment of Directors:

During the year under review, the following individuals were appointed as Independent Directors of the Company with effect from February 18, 2026, pursuant to the approval of the Board at its meeting held on

February 18, 2026 and the approval of the shareholders at their meeting held on March 10, 2026:

- Ms. Revathy Ashok (DIN: 00057539)
- Mr. Subramaniam Somasundaram (DIN: 01494407)
- Mr. Vinesh Kumar Jairath (DIN: 00391684)

The Directors of the Company have confirmed that they meet the eligibility criteria prescribed under the applicable laws and regulations and are not disqualified from being appointed as Directors in terms of the provisions of Section 164 of the Act.

The Board is of the opinion that all the Independent Directors appointed during the financial year are independent of the management of the Company and fulfil the conditions specified under the Act and the SEBI Listing Regulations for their appointment as an Independent Directors. Further they possess the requisite qualifications, experience, expertise and integrity required for the discharge of their duties and responsibilities.

II. Resignation:

During the year under review, the following directors tendered their resignation:

- Ms. Varini Sharma resigned w.e.f. March 18, 2026.
- Mr. Vaitheeswaran Seetharaman resigned w.e.f. January 23, 2026.
- Mr. Narayanan Kumar resigned from the position of Nominee Director w.e.f. January 21, 2026.
- Mr. Kaikhushru Shiavax Nargolwala resigned from the position of Nominee Director w.e.f. January 16, 2026.
- Mr. Syed Fidah Bin Ismail Alsagoff resigned from the position of Nominee Director w.e.f. June 13, 2025.

III. Retire by Rotation:

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Dr. Hebri Sudarshan Ballal (DIN: 01195055), Non-Executive Chairman and Mr. Puneet Bhatia (DIN: 00143973), Non-Executive Director are liable to retire by rotation, being eligible offer themselves for re-appointment at the ensuing 16th Annual General Meeting ('AGM') of the Company. Your Directors recommend their re-appointment.

BOARD'S REPORT (CONTD.)

The detailed profile of Dr. Hebri Sudarshan Ballal and Mr. Puneet Bhatia, seeking re-appointment at the forthcoming AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2) on General Meetings are provided separately by way of an Annexure to the Notice of the AGM which forms an integral part of this Annual Report.

KEY MANAGERIAL PERSONNEL (KMPs)

As on March 31, 2026, the Company had the following Key Managerial Personnel (KMPs) in accordance with Section 203 of the Companies Act, 2013 read with Rules made thereunder:

- i. Mr. Dilip Jose (DIN: 03591692), Managing Director and Chief Executive Officer*;
- ii. Mr. Sameer Agarwal, Chief Financial Officer;
- iii. Mr. Karthik Rajagopal, Chief Operating Officer#
- iv. Mr. Sathish K R, General Counsel and Company Secretary.

* Mr. Dilip Jose is the Managing Director and CEO of your Company since November 14, 2017. Pursuant to a recent resolution passed by our Board dated March 4, 2026 and resolution passed by shareholders dated March 10, 2026, Mr. Dilip Jose has been re-appointed as the Managing Director and CEO of your Company.

#Mr. Karthik Rajagopal has been the Chief Operating Officer of the Company since July 11, 2018. However, the Board has appointed him as a Key Managerial Personnel under the provisions of the Companies Act, 2013 on November 25, 2025.

DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE WITH THE CODE OF CONDUCT

All the Independent Directors of the Company have given their declarations to the Company under Section 149(7) of the Act that they meet the criteria of independence as provided under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

All the Independent Directors of the Company have confirmed their registration/renewal of registration, on Independent Directors' Databank and are either exempt from or have completed the online proficiency self-assessment test conducted by the IICA in accordance with the provisions of Section 150 of the Act. The Directors have further confirmed that they are not debarred from holding the office of Director under any SEBI order or any other such authority.

The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors.

During the financial year under review, no separate meeting of the Independent Directors was required to be held as the Independent Directors were appointed with effect from February 18, 2026.

BOARD MEETINGS

The Board of Directors duly met 8 (Eight) times during 2025-26. For more details, please refer to the section on Corporate Governance Report forming part of this Report. The intervening gap between any two meetings was within the period prescribed under the provisions of the Companies Act, 2013 and applicable provisions of SEBI Listing Regulations.

The detailed information regarding the Board meetings and Committee meetings attended by the Directors during the year is provided in the Corporate Governance Report, which forms part of this Report.

BOARD COMMITTEES

To ensure robust corporate governance, facilitate specialised oversight, and ensure strict compliance with statutory requirements, the Board of Directors has constituted various specialised committees. These committees operate under clearly defined terms of reference to evaluate specific business functions, oversee critical operational frameworks, and make informed decisions within the authority delegated to them by the Board.

As of March 31, 2026, the Board have the following 5 (five) statutory committees as per the requirement of the Act and the SEBI Listing Regulations and 1 (one) Non-Statutory Committee.

- i. Audit Committee;
- ii. Nomination and Remuneration Committee;
- iii. Stakeholders' Relationship Committee;
- iv. Risk Management Committee;
- v. Corporate Social Responsibility Committee and
- vi. Executive Committee*

*(Non- Statutory Committee)

During the year under review, the Board re-constituted the Audit Committee and the Corporate Social Responsibility Committee, renamed and re-constituted the Nomination and Remuneration Committee, constituted the Stakeholders' Relationship Committee and the Risk Management Committee, with effect from February 18, 2026, pursuant to the applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI Listing Regulations.



BOARD'S REPORT (CONTD.)

All the recommendations made by the Board Committees, including the Audit Committee, were accepted by the Board. Details of Committees along with their terms of reference, composition, number of committee meetings held during the financial year and the attendance of individual committee members are provided in the Corporate Governance Report, which forms an integral part of this Board's Report.

ANNUAL PERFORMANCE EVALUATION

The Company has in place a policy for the performance evaluation of the Board, its Committees, and individual Directors (including Independent Directors) which lays down the criteria for evaluation of both Non-Executive and Executive Directors.

POLICY ON BOARD'S APPOINTMENT AND REMUNERATION

The Company has in place a Nomination and Remuneration Policy in accordance with the provisions of the Act and the SEBI Listing Regulations. The Policy lays down the criteria for appointment, remuneration and evaluation of Directors, Key Managerial Personnel and Senior Management Personnel, including criteria for determining qualifications, positive attributes, integrity, expertise, experience, diversity and independence of Directors.

During the financial year under review, the Company has also adopted a Board Diversity Policy to promote an appropriate balance of skills, experience, gender, knowledge and backgrounds on the Board. The Policy aims to ensure that the Board comprises individuals with diverse perspectives and expertise, enabling effective oversight of the Company's business, strategic direction and governance while aligning with applicable regulatory requirements and corporate governance best practices.

The Nomination and Remuneration Policy is available on the website of the Company at <https://www.manipalhospitals.com/assets/pdf/Nomination-and-Remuneration-Policy.pdf>

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

As part of the familiarisation programme, the Company provides its Independent Directors with regular updates and access to information necessary to enable them to effectively discharge their roles and responsibilities. The Independent Directors are familiarised with the Company's business model, operations, strategic priorities, financial performance, risk management framework, regulatory developments, technology initiatives, human resources practices and compliance processes through presentations, discussions and interactions at Board and Committee meetings.

These sessions also provide the Independent Directors an opportunity to interact with the Key Managerial Personnel and Senior Management of the Company, thereby enabling them to gain a deeper understanding of the Company's business, industry environment, governance framework and key operational matters. The programme is designed to ensure that the Independent Directors remain well-informed about the Company and are able to contribute meaningfully to Board deliberations and decision-making.

The Company has in place the policy on familiarisation programme for the Independent Directors, which can be accessed at the website at: <https://www.manipalhospitals.com/assets/pdf/Policy-on-Familiarisation-Programme-for-IDs.pdf>

As on March 31, 2026 as the Company was an unlisted public Company and Independent Directors were appointed with effect from February 18, 2026, any formal familiarisation program was not required to be carried out during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the annual accounts on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD'S REPORT (CONTD.)

AUDITORS

I. Statutory Audit:

M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company by the shareholders. The Firm has completed its two consecutive terms, as stipulated under the applicable provisions of law, and is therefore ineligible for reappointment.

Accordingly, the Board has proposed to appoint M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number 012754N/N500016) as the Statutory Auditor of the Company for a period of 5 years' subject to the approval of the shareholders in the ensuing 16th Annual General Meeting.

II. Secretarial Audit

In terms of the provisions of Section 204 and applicable provisions of the Companies Act, 2013, M/s. Preetham Hebbar & Co., a practicing Company Secretaries firm were appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit for 2025-26. The Secretarial Audit Report with no qualification is attached as **Annexure 3**. The copies of the Secretarial Audit Reports of the material unlisted subsidiaries form part of this Report.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 204 of the Companies Act, 2013, M/s. BMP & Co. LLP, Company Secretaries in practise are proposed to be appointed as the Secretarial Auditors of the Company by the shareholders in the 16th AGM.

Explanations or Comments by the Board on Every Qualification, Reservation or Adverse Remark or Disclaimer made:

a) By Statutory Auditors in their audit report:

There were no qualifications, reservations or adverse comments by the Statutory Auditors of the Company in their report submitted to the Company for 2025-26.

b) By Secretarial Auditors in their secretarial audit report:

There were no qualifications or adverse comments issued by the Secretarial Auditors of the Company in their report for 2025-26.

III. Cost Audit

In terms of the provisions of Section 148 and applicable provisions of the Companies Act, 2013, ("Act") read

with the Companies (Audit and Auditors) Rules, 2014, M/s. Rao, Murthy & Associates, Cost Accountants, Cost Auditors were appointed to conduct the audit of cost records of your company for 2026-27. As per the provisions of the Act, a resolution seeking members' ratification for the remuneration payable to Cost Auditors is included in the Notice convening the 16th AGM.

IV. Internal Audit

In terms of the provisions of Section 138 and applicable provisions of the Companies Act, 2013, Ernst & Young LLP were appointed as Internal Auditors of the Company to conduct the Internal Audit for FY 2025-26.

In addition the Company also has a well-established, and in-house Internal Audit team that is responsible for providing assurance on compliance with operating systems, internal policies and legal requirements, as well as suggesting improvements to systems and processes. The Internal Audit function monitors and evaluates the efficiency and adequacy of internal control systems in the Company.

REPORTING OF FRAUDS BY AUDITORS

There was no fraud reported by Auditors under Sub-section (12) of Section 143 of the Companies Act, 2013 during the period under review.

INTERNAL CONTROL SYSTEMS AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has implemented a framework of internal financial controls that is appropriate to the nature, scale and complexity of its business operations. These controls support efficient business processes, protection of assets, compliance with applicable laws and regulations, maintenance of accurate accounting records, and timely preparation of financial information.

The internal control framework is supported by documented policies, standard operating procedures and periodic monitoring mechanisms. The internal financial control system over financial reporting is designed to ensure that transactions are appropriately authorised, recorded and reported in a timely manner, thereby facilitating the preparation of reliable financial information in accordance with applicable accounting standards and regulatory requirements.

The Internal Auditor and Statutory Auditors as part of their audit procedure conducts regular reviews of key controls and processes, and the observations arising therefrom are reviewed by the management and the Audit Committee. The Audit Committee also periodically evaluates the adequacy and effectiveness of the internal financial control



BOARD'S REPORT (CONTD.)

environment and oversees the implementation of corrective actions, wherever necessary.

The statutory auditors have issued an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the financial year ended March 31, 2026. The Company recognises that strengthening Internal Financial Controls is a continuous process and remains committed to enhancing its control environment through process improvements, risk-based reviews and increased adoption of preventive and automated controls.

The Board periodically reviews the internal policies and processes including internal financial control systems and accordingly, the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls

PARTICULARS OF EMPLOYEES

As on March 31, 2026 the Company was an unlisted public company, and was in the process of going for IPO. The Company filed DRHP, RHP and Prospectus on March 23, 2026, July 23, 2026 and July 31, 2026, respectively.

As the Company was not listed as on March 31, 2026 the disclosure under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company for the financial year 2025-26.

Further, the number of Employees as on March 31, 2026:

Female: 13546; Male: 10694; Transgender: 0

EMPLOYEE STOCK OPTIONS PLANS ("ESOP")

The Company believes that equity-based compensation is an effective mechanism to foster a culture of ownership, align employee interests with the Company's long-term strategic objectives, and attract, motivate, and retain high-calibre talent. In furtherance of these objectives, the Company administers a comprehensive Share-Based Employee Benefit ("SBEB") framework.

The Company has implemented the Manipal Health Enterprises Employee Stock Option Plan 2024 ("ESOP 2024"), pursuant to the resolutions passed by the Board of Directors on May 28, 2024 and approved by the shareholders on June 28, 2024. The ESOP 2024 is designed to incentivise sustained performance, enhance employee engagement, facilitate talent acquisition and retention, and create long-term wealth for employees. The ESOP 2024 is in compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.

The ESOP 2024 was subsequently got amended by the Board of Directors and Members of the Company on March 18, 2025 and March 25, 2025, and further on March 04, 2026 and March 10, 2026, respectively prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO").

Accordingly, post listing, the approval of the members of the Company for ratification of the ESOP 2024 and extension of its benefits to the employees of the subsidiary company is proposed to be sought in this ensuing 16th AGM.

Disclosures required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 as on March 31, 2026

Options granted	5,133,000
Options vested;	Nil
Options exercised;	Nil
The total number of shares arising as a result of exercise of option;	5,133,000 options convertible into 5,133,000 equity shares (1 option being equivalent to 1 equity share) However, as on March 31, 2026 none of the option granted has been exercised,
Options lapsed;	1,10,250
The exercise price;	The Exercise Price shall be as specified in the Letter of Grant and shall be determined in accordance with this Plan
Variation of terms of options	Nil
Money realised by exercise of options;	Not Applicable, as no options were exercised during the year under review.
Total number of options in force (exercisable);	16,818,000 options

BOARD'S REPORT (CONTD.)

Employee wise details of options granted to;-	
i. Key managerial personnel;	1,080,000
ii. Any other employee who receives a Grant of Options in any one year of option amounting to five percent or more of options granted during that year	Nil
iii. Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant;	Nil

VIGIL MECHANISM/WHISTLE-BLOWER

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have approved the Policy on vigil mechanism/whistle bower, which provide a vigil mechanism for directors and employees to report genuine concerns.

The said policy is available on the website of the Company at: <https://www.manipalhospitals.com/assets/pdf/Whistle-Blower-Policy.pdf>

During the year under review, a complaint received has been duly resolved.

RISK MANAGEMENT POLICY

In compliance with the regulations set forth by the Securities and Exchange Board of India (SEBI) and other applicable laws, the Company has established a robust Risk Management Policy to identify, assess, mitigate, and monitor risks that may impact the achievement of the Company's objectives and stakeholders' interests.

The objectives of this Policy are to establish clear accountability and ownership for risk management, identify and assess the Company's risk exposures, integrate risk management into the Company's culture and decision-making processes, and document and monitor key risk triggers that may impact the Company's operations, performance, and long-term objectives.

The Company is committed to maintaining a proactive approach to risk management, guided by the principles of transparency, accountability, and stakeholder value creation. The Risk Management Policy serves as a foundation for prudent decision-making and sustainable growth, enabling the Company to navigate uncertainties and capitalise on opportunities in the dynamic business environment.

The said policy is available on the website of the Company at: <https://www.manipalhospitals.com/ipo-disclosures/corporate-governance#policies>

The management is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions plan on a continuing basis.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statement relates and the date of this annual report.

There has been no change in the nature of business of the Company during the financial year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future as at March 31, 2026. Details of litigation on various tax matters are disclosed under relevant notes to the financial statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

The provisions of Section 186 except sub-section (1) of Section 186 are not applicable to the Company.

Further, the disclosures on particulars relating to loans, advances, guarantees and investments are provided as a part of the financial statements in notes of the standalone financial statements.



BOARD'S REPORT (CONTD.)

RELATED PARTY TRANSACTIONS

During the year under review, all Related Party Transactions entered into by the Company were approved by the Audit Committee/Board of Directors in accordance with the applicable provisions of the Companies Act, 2013.

Further, as on March 31, 2026, the Company was an unlisted public company and, accordingly, the provisions relating to the quarterly review of Related Party Transactions under the SEBI Listing Regulations were not applicable to the Company.

Pursuant to the IPO, the Company has framed a Policy for determining materiality of Related Party Transactions and dealing with Related Party Transactions. The said Policy is available on the website of the Company at: <https://www.manipalhospitals.com/assets/pdf/Policy-on-RPT.pdf>

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including arm's length transactions under third proviso thereto has been disclosed in Form No. AOC-2 as **Annexure 4**.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place Anti Sexual Harassment Policy in line with the requirement of Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the employees have been advised to address their grievances under this policy for redressal. Internal Complaints Committee (ICC) has been set up to redress complaints received under sexual harassment. All employees (permanent, contractual, temporary, trainees etc.) are covered under this policy.

The statement showing number of Sexual harassment complaint received during the year are as follows:

Number of complaints of sexual harassment received in the year	Number of complaints disposed off during the year	Number of cases pending for more than ninety days	Number of complaints pending as on end of the financial year
4	4	NIL	NIL

OBLIGATION OF COMPANY UNDER THE MATERNITY BENEFITS ACT, 1961

The Company is in compliance with the applicable provisions of Maternity Benefits Act, 1961.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy

Sr. No.	Particulars	Actions Taken
1.	Steps taken or impact on conservation of energy	Environment and Social Governance: Your Company, in its commitment to incorporate sustainability and material environmental, health, safety & social considerations in its business operations, has developed and adopted an Environment and Social Policy.
2.	Steps taken by the Company for utilizing alternate sources of energy including waste generated	Sustainability is embedded in the Company's core strategy. The Company made significant progress in advancing ESG practices across all our facilities during the period under review. From policy implementation and training to grassroots community, to internal ESG audits, our actions reflect our long-term commitment to building a responsible, resilient, and regenerative future.
3.	Capital investment on energy conservation equipment	Energy Management and Decarbonization: We continue to transition to cleaner energy sources and improve energy efficiency across operations. Goal is to achieve the net zero energy targets. We have been able to achieve significant renewable energy usage and continue to increase use of green energy sources across our facilities. Efforts are being made to reduce the carbon emissions and improve the Company's carbon footprint. Energy management initiatives like installation of RECDs, dual fuel kits to existing equipment, roof-top solar systems, building management systems to monitor energy consumption, are being undertaken across units. Centralised energy monitoring system project is under progress to monitor the water consumption and treated water data across all the units.

BOARD'S REPORT (CONTD.)

Sr. No.	Particulars	Actions Taken
		Water management: Your Company has adopted the stewardship approach to water management which emphasizes responsible and sustainable water management, extending beyond individual practices to consider the broader impact on communities, ecosystems, and shared water resources. All of our units have taken steps for compliance with water management regulations. With installation of sewage treatment plants, we have been able to treat significant amount of the total water consumption. Treated water is used for flushing, cooling tower make up and gardening. STP/E-STP upgradations are planned for some of the facilities. Water conservation plan such as low flow fixtures, water leakage surveys, conservation signages across hospitals are planned for coming year. Waste Management: Your Company follows the circularity approach in waste management which includes waste segregation, authorized disposal, and awareness campaigns. Being in healthcare, effective biomedical waste (BMW) management is a key priority for ensuring safety, regulatory adherence, and environmental responsibility. Our BMW management program focused on regulatory compliance, waste reduction, and increased awareness. All of our units have taken steps for compliance with BMW management regulations.

2. New Technology Adoption:

Sr. No.	Particulars	Actions Taken
1.	Efforts, in brief, made towards technology absorption	Company deliver advanced clinical care through innovation and adoption of medical technologies. Company deployed standardized, high acuity infrastructure and clinically proven technologies across its network, with core systems including electronic medical records, Picture Archiving and Communication Systems ("PACS") and Radiology Information Systems ("RIS") and laboratory information systems with interoperable data flows. Adopting emerging clinical innovations such as AI-assisted diagnostic and therapy platforms to support clinicians for better outcomes, integrated remote patient monitoring solutions for tracking and proactive alerts, investing in robotics and minimally invasive surgical tools. Company intend to scale a technology enabled, "physical plus digital" model anchored in a unified hospital information system ("HIS"), a database that integrates clinical, diagnostic, and administrative workflows across the network. For patients, "Company launched step down ICUs, an end-to-end and wireless patient monitoring platform designed to provide ICU-grade surveillance (outside ICUs), launched AI-enabled nursing handovers ,and launched a live clinical dashboard at at several hospitals. Implementing call center automation: AI-driven chat, voice, and omnichannel assistants to triage inquiries, schedule appointments, and resolve routine queries.
2.	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	Support complex diagnostics and therapy, superior clinical outcomes and expand access to complex care. Extend access beyond the physical facilities of our hospitals and improve continuity of care. Standardize documentation of vital parameters and reduce information loss and Reduce our nurses' manual workload, improving clinical workflows and staff efficiency. Early detection of patient deterioration, enabling timely intervention, with its predictive analytics delivering accurate Early Warning Scores to identify potential complications. Reducing average handling time and improving first-contact resolution.



BOARD'S REPORT (CONTD.)

Sr. No.	Particulars	Actions Taken
3.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:	No new technology was imported.
	a. Details of technology imported	Major advanced clinical technologies imported and deployed over the years across Company's network include: catheterization laboratories; orthopedic and spine robots and soft-tissue surgical robots; LINACs; Brachytherapy units; Advanced Linear Accelerator and Tomotherapy systems; MRI scanners; Computed Tomography ("CT") scanners; PET-CT scanners; gamma cameras; Cardiac lasers.
	b. Year of import	
	c. Whether the technology been fully absorbed	Technologies are fully absorbed and active in supporting clinical workflows across Company network hospitals.
	d. If not fully absorbed, areas where absorption has not taken place, and the reasons therefore	Not applicable
4.	The expenditure incurred on Research and Development	NIL

Foreign exchange earnings and Outgo

Description	Amount in Crores
Foreign Currency earned	13.23
Foreign Currency Utilised	23.53

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Committee has been entrusted with the prime responsibility of recommending to the Board, the CSR activities to be undertaken by the Company in line with the CSR Policy, the amount of expenditure to be incurred and monitoring the implementation of the CSR Policy.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, have been given in **Annexure 5** forming part of this Report.

The CSR Policy of the Company is available on the website of the Company at: <https://www.manipalhospitals.com/assets/pdf/CSR-Policy.pdf>.

CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated in Listing Regulations is enclosed as **Annexure 6** with this Report.

DETAILS OF AMOUNT RECEIVED FROM A DIRECTOR OF THE COMPANY OR A RELATIVE OF THE DIRECTOR

During the year under review, the Company has not received any amount from any Director or relative of the Director pursuant to Rule 2 (1)(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014.

COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS BY THE COMPANY

During the year under review, the Company has complied with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India as approved by the Government of India under sub-section (10) of section 118 of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3), the Annual Return is available on the website of the Company at Website Link: <https://www.manipalhospitals.com/mhel-financial-reports/>

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There was no unpaid/unclaimed dividend that was required to be transferred to Investor Education and Protection Fund on expiry of 7 years from the date of transfer to Unpaid Dividend Account of during the year under review.

DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposits in terms of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

BOARD'S REPORT (CONTD.)

DISCLOSURE ON MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNELS RECEIVING REMUNERATION AND COMMISSION FROM HOLDING COMPANY OR SUBSIDIARY COMPANY

The Managing Director and Key Managerial Personnel (KMPs) of the Company have not received remuneration and commission from any of its holding and subsidiary companies.

INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year, neither any application nor any proceeding is initiated against the Company under the Insolvency and Bankruptcy Code, 2016.

SETTLEMENTS WITH BANKS OR FINANCIAL INSTITUTIONS

During the year under review, no settlements were made by the Company with any Banks or Financial Institutions.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation to all stakeholders, investors, customers, vendors, banks, Central and State Governments. The Company's valued investors and other business partners, for their assistance and continued co-operation during the year under review.

Your Directors also place on record their deep sense of appreciation for the dedicated service of the employees of the Company.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During 2025-26, There were no instances where the Company required the valuation for one time settlement or while taking loans from the Banks or Financial Institutions.

DETAILS OF PENALTIES/PUNISHMENT/COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE DIRECTORS' REPORT

There were no penalties/punishment/commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

For and On Behalf of Board of Directors

Manipal Health Enterprises Limited

(formerly Manipal Health Enterprises Private Limited)

Dilip Jose

Managing Director & CEO

DIN: 03591692

Place: Bengaluru

Date: August 20, 2026

Dr. Hebri Sudarshan Ballal

Chairman & Non-executive Director

DIN: 01195055

ANNEXURE 1

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

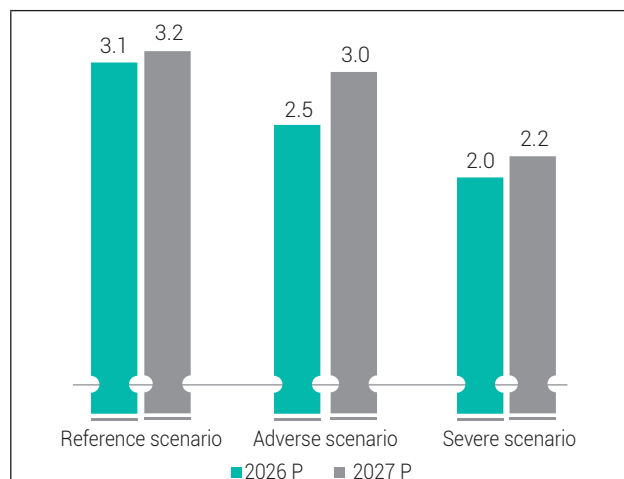
Global Economy¹

The global economy demonstrated resilience in 2025, with real GDP growth estimated at 3.40%. However, the outlook for 2026 has become more uncertain amid the ongoing conflict in the Middle East and its potential implications for energy prices, transportation activity, inflation and financial conditions.

Given the uncertainty surrounding the duration, intensity and scope of the conflict, the International Monetary Fund's (IMF) April 2026 World Economic Outlook adopts a scenario-based approach to assess the global growth trajectory. Under its reference scenario, which assumes that the conflict remains limited and that related disruptions dissipate by mid-2026, global real GDP growth is projected to moderate to 3.10% in 2026, before improving marginally to 3.20% in 2027.

The outlook could weaken if geopolitical disruptions persist for longer. Under the IMF's adverse scenario, global GDP growth is projected at 2.50% in 2026 and 3.00% in 2027. Under a severe scenario, involving a more prolonged conflict and delays in the resumption of energy production and transportation activities, global growth could moderate further to 2.00% in 2026 and 2.20% in 2027.

Global GDP Growth Outlook (%)



P: Projection; Figures relate to calendar years

Source: IMF's World Economic Outlook, April 2026 update; CRISIL Intelligence.

Inflation remains sensitive to geopolitical risks. Under the reference scenario, global inflation is projected at 4.40% in 2026, easing to 3.70% in 2027. It rises to 5.40% in 2026 and 3.90% in 2027 under the adverse scenario, and to 5.80% in 2026 and 6.10% in 2027 under the severe scenario.

¹CRISIL Intelligence: Assessment of healthcare delivery sector in India

The IMF attributes the 2026 growth impact primarily to higher energy prices, while in 2027 tighter financial conditions and elevated inflation expectations may play a larger role if disruptions persist.

Despite near-term risks, the reference scenario points to continued global expansion. Global GDP is estimated at USD 103.40 Trillion in 2025 and is projected at USD 106.60 Trillion in 2026 and USD 110.00 Trillion in 2027, with the outlook remaining dependent on geopolitical and macroeconomic conditions.

Indian Economy²

India maintained strong growth momentum in 2025-26. Following the revision of the national accounts base year to 2022-23, the National Statistics Office (NSO) estimated real GDP growth at 7.70% in 2025-26, compared with 7.10% in 2024-25. Growth was supported by the secondary and tertiary sectors, which expanded by 8.80% and 9.30%, respectively. Nominal GDP reached ₹ 346.40 Lakh Crores, growing by 8.90%.

The outlook for 2026-27 has moderated amid the prolonged conflict in West Asia and related risks to energy prices, inflation and external trade. CRISIL forecasts real GDP growth at 6.60% in 2026-27, compared with its earlier base-case forecast of 7.10%.

India Macroeconomic Outlook

Macroeconomic variable	2025-26 E	2026-27 P
Real GDP Growth (%)	7.6	6.6
CPI Inflation (%)	2	5.1
10-Year G-Sec Yield (%)	6.7	7
Current Account Balance (% of GDP)	(0.8)	(2.2)
Exchange Rate (₹/USD)	92.8	93.5

E: Estimate; P: Projection

Source: CRISIL Intelligence

India's dependence on West Asia for crude oil and LNG imports leaves the economy exposed to higher energy, freight and insurance costs. These factors could also add to inflationary pressure, weaken the currency and widen the current account deficit.

For the healthcare sector, rising incomes, increasing health awareness, greater insurance penetration and continued government focus on healthcare remain supportive of demand. However, higher inflation and energy costs remain potential risks to operating costs and consumer spending.

The Union Budget 2026-27 allocated approximately ₹ 1,01,700 Crores to the Department of Health and Family

²CRISIL Intelligence: Assessment of healthcare delivery sector in India

ANNEXURE 1 (CONTD.)

Welfare, reinforcing the focus on healthcare infrastructure, workforce development and medical value tourism.

INDUSTRY OVERVIEW

Indian Healthcare Industry

India's healthcare delivery industry is expanding on several fronts at once. Demographics are shifting, non-communicable and lifestyle-related diseases are becoming more prevalent, awareness and incomes are rising, insurance coverage is reaching further, and medical technology is being adopted more widely. Government programmes and deeper private-sector participation have widened access to organised healthcare, though infrastructure gaps, affordability and the limits of healthcare financing continue to hold back parts of the market.

Healthcare delivery, the segment within the wider industry, covers inpatient and outpatient services provided through government and private hospitals, clinics and other care facilities. It was valued at approximately ₹ 7.0 Trillion in 2024-25 and is estimated at ₹ 7.6-7.8 Trillion in 2025-26. Long-term structural demand and continuing government intervention are expected to carry it to ₹ 11.2-12.2 Trillion by 2025-30 at a CAGR of 10-12%.

The market remains fragmented, and large private hospitals accounted for approximately 20% of the overall market in 2025-26. Private providers are nonetheless gaining ground on treatment value, where their share is projected to move from 64% in 2019-20 to approximately 69% by 2029-30 on the strength of investment in infrastructure, technology and specialised clinical services.

Non-metro markets held approximately 75-80% of the healthcare delivery market in 2025-26, with metro cities

accounting for the remaining 20-25%. Higher incomes, better awareness and the thin availability of advanced care in these markets have drawn organised hospital chains into them, and secondary, tertiary and quaternary care capacity is expanding across regional centres as a result.

Specialised Care

Non-communicable and age-related diseases are accounting for a larger share of the disease burden, and demand for complex, specialised treatment is rising with it. Cardiac sciences held approximately 17% of the healthcare delivery market in 2025-26, ahead of oncology at 12% and orthopaedics at 11%. Renal sciences, neurosciences and gastro sciences each held approximately 9%.

A caseload of this kind draws demand towards multidisciplinary tertiary and quaternary care, advanced diagnostics, intensive care and complex surgical procedures.

Health insurance penetration stood at approximately 41% in 2023-24 and was expected to increase to approximately 41-45% by 2025-26. Nearly 573 Million people had health insurance coverage in India in 2023-24, compared with 288 Million in 2014-15. Greater insurance coverage is expected to support healthcare access and hospitalisation, while increasing the importance of payer contracting, package pricing and disciplined receivables management.

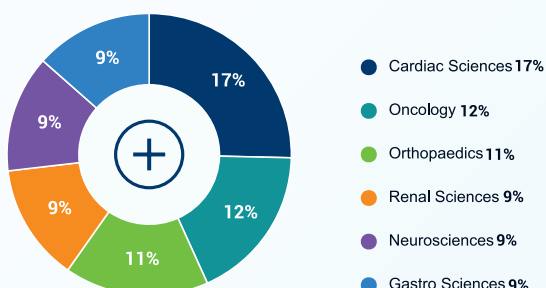
Digital technology is changing how care is delivered, through electronic health records, telemedicine, AI, robotics, remote monitoring and wearables. Applied well, these tools sharpen clinical decision-making, widen patient access, tighten care coordination and improve operating efficiency.

Constraints persist across the industry, in healthcare infrastructure that remains inadequate, in uneven access to quality care, and in affordability and healthcare financing.

SPECIALISED CARE

Non-communicable and age-related diseases are accounting for a larger share of the disease burden, and demand for complex, specialised treatment is rising with it.

HEALTHCARE DELIVERY MARKET SHARE (2025-26)



KEY GROWTH DRIVERS

The industry expects growth to come from:

- Ageing demographics and the rising incidence of chronic diseases
- Increasing health awareness and the adoption of preventive healthcare
- Rising income levels and healthcare affordability
- Expanding health-insurance coverage
- Growing medical value tourism
- Deepening adoption of digital health and telemedicine
- Widening government programmes, including PM-JAY and the Ayushman Bharat Digital Mission
- Expanding organised healthcare in underserved regional markets

ANNEXURE 1 (CONTD.)

Providers also contend with a shortage of specialised medical professionals, competition for clinical talent, regulatory and pricing controls, the cost of imported equipment and consumables, and longer receivable cycles from institutional payors.

The outlook for the Indian hospital and healthcare delivery industry remains favourable. Demand for specialised care, expansion in non-metro markets, greater insurance coverage, medical value tourism and continued technology adoption are all expected to carry growth forward. Fragmentation leaves room for consolidation as well, and organised healthcare networks are expected to grow through greenfield projects, brownfield additions and selective acquisitions.

COMPANY OVERVIEW

Manipal Health Enterprises Limited operates a pan-India network of multispecialty hospitals. As of March 31, 2026, Manipal Hospitals was the largest pan-India multispecialty hospital network by bed capacity and the second-largest hospital chain by number of hospitals. It was also the only private hospital chain network in India to lead the three metro markets of Bengaluru, Kolkata and Pune by bed capacity, with leadership across its three key regions of Karnataka, Maharashtra and Goa, and select states in eastern India.

As of March 31, 2026, Manipal Hospitals operated 49 hospitals with 13,037 licensed beds across 14 states and union territories. The network covers the full span of care, from outpatient consultation and emergency treatment through to complex tertiary and quaternary interventions.

A balanced presence across metro and non-metro markets enables Manipal Hospitals to serve major urban centres and regional healthcare markets alike. Its network is supported by experienced medical professionals, advanced clinical infrastructure and multidisciplinary capabilities.

Advanced infrastructure and Clinical Excellence

Tertiary and quaternary care is delivered through advanced infrastructure that includes robotic systems, linear accelerators, MRI scanners and Cath Labs. Complex cardiac, neurological, oncology, transplant, orthopaedic, urology and gastroenterology procedures are performed across the network. As of March 31, 2026, 41 of the 49 hospitals were NABH accredited/certified and 24 hospital laboratories were NABL accredited.

Competitive Strengths

Manipal Hospitals' competitive position is supported by its pan-India scale, leadership in key markets, recognised brand, advanced clinical capabilities, operating performance, acquisition and integration track record, and experienced leadership.

Pan-India scale and regional leadership

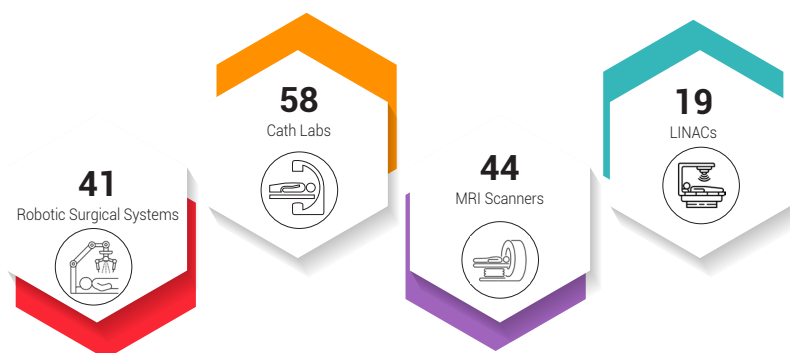
Manipal Hospitals is India's largest multispecialty hospital network by bed capacity and the second-largest hospital chain by number of hospitals. Its network spans 14 states and union territories, with leadership presence across Karnataka, Maharashtra and Goa, and select states in eastern India. According to the CRISIL Report, revenue from operations of ₹ 10,336 Crores in 2025-26 was the second-highest among private hospital chains in India.

Leadership across metro and non-metro markets

Manipal Hospitals was the only private hospital chain network in India to lead Bengaluru, Kolkata and Pune by bed capacity as of March 31, 2026. With 53% of its licensed beds outside metro cities, the network serves both urban and regional markets, bringing advanced care closer to patients.

Recognised brand and network of choice for both patients and Health Care Professionals

Manipal Hospitals served 76.3 Lakhs patients across its network, including O&M hospitals, during 2025-26. Protocol-driven care, safety frameworks, digital access and multilingual support come together in a model-centred around patient care. The integrated network, academic programmes, advanced technologies and multidisciplinary exposure make the same platform attractive to healthcare professionals.



ANNEXURE 1 (CONTD.)

Proven Track Record of Industry Growth and Operating Efficiencies

Between 2023-24 and 2025-26, revenue from operations grew at a CAGR of 29.4%, profit for the year at 31.1% and EBITDA at 24.8%. Average revenue per occupied bed (ARPOB) increased by 8.9% to ₹ 68,900 per day in 2025-26 from ₹ 63,300 per day in 2024-25, while average length of stay stood at 2.8 days. Manipal Hospitals also maintained a diversified payor mix, with insurance/TPA accounting for 49.7% of gross inpatient revenue, cash 30.3%, government 13.8% and others 6.2%. The working-capital cycle remained negative at 13 days in 2025-26.

The balance sheet reflected the funding of Manipal Hospitals acquisition and expansion programme during the year. Net debt, including lease liabilities, to EBITDA increased to 3.7x in 2025-26 from 2.0x in 2024-25, primarily reflecting the higher debt base associated with acquisition and expansion financing, including the issuance of non-convertible debentures.

Proven Acquisition and Integration Track Record

Manipal Hospitals added 5,548 beds through acquisitions between March 31, 2021 and March 31, 2026. Its acquisition track record includes Columbia Asia, Vikram Hospitals, AMRI, Medica Synergie and the Sahyadri Hospitals. A structured integration framework supports each acquisition through clinical protocols, speciality development, infrastructure upgrades, technology systems, operating practices and centralised procurement. Between 2020-21 and 2025-26, Manipal Hospitals added 5,548 beds through acquisitions, reflecting the scale of its acquisition and integration activity during the period.

Acquisition Track Record

Acquisition	Year	Hospitals Acquired	Licensed Beds Acquired
Columbia Asia	FY 2021-22	12	1,427
Vikram Hospitals	FY 2021-22	1	220
AMRI	FY 2023-24	4	1,321
Medica Synergie	FY 2024-25	4	974
Sahyadri Hospitals	FY 2025-26	10	1,606

Experienced Leadership and Marquee Investors

Manipal Hospitals is led by an experienced management team and had no attrition among its Key Managerial Personnel during the last three financial years. Its institutional shareholder base includes entities affiliated with Temasek Holdings, TPG and Novo Holdings, reinforcing the emphasis on governance and disciplined capital allocation.

Key Managerial Personnel

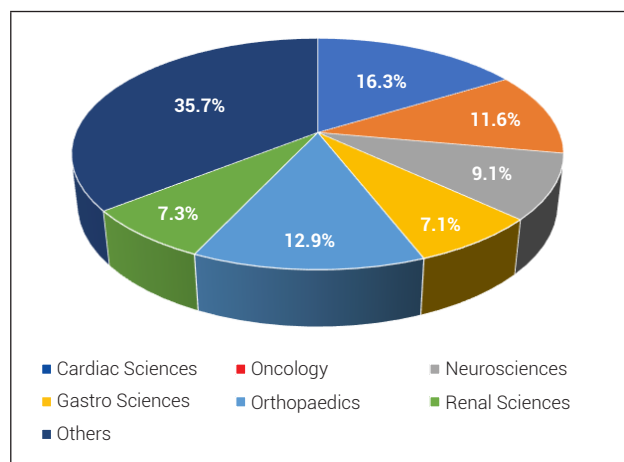
Name	Designation	Experience
Dilip Jose	Managing Director and CEO	Over 36 years, including over 23 years in healthcare and hospital management
Sameer Agarwal	Chief Financial Officer	Over 28 years in finance and accountancy
Karthik Rajagopal	Chief Operating Officer	Over 19 years in operational management
Sathish K R	General Counsel and Company Secretary	Over 25 years in legal, company secretarial and compliance functions

Business Overview

Manipal Hospitals operates in a single reportable business segment, healthcare services. It provides a comprehensive spectrum of clinical care, with a focus on six complex and high-acuity specialities: cardiac sciences, oncology, neurosciences, gastro sciences, orthopaedics and renal sciences, collectively referred to as CONGO-R. These programmes are established at select hospitals and supported by network-wide speciality services that follow common governance, credentialling and quality frameworks. The contribution from CONGO-R specialities increased from 61.6% of gross inpatient revenue in 2023-24 to 64.3% in 2025-26, reflecting a greater contribution from complex and high-acuity care. At the same time, the speciality mix remained diversified, with no individual speciality accounting for more than 16.3% of gross inpatient revenue in 2025-26.



ANNEXURE 1 (CONTD.)



Cardiac Sciences

The cardiac sciences programme covers preventive care, interventional cardiology, electrophysiology, structural heart therapies, cardiac surgery and heart transplantation. Its capabilities include complex coronary and structural-heart interventions, minimally invasive cardiac surgery and post-acute cardiac rehabilitation.

Oncology

The oncology programme integrates medical, surgical and radiation oncology with diagnostic imaging, pathology and supportive care. Its capabilities include precision oncology, stereotactic radiation treatments, organ-preserving and robotic surgery, bone marrow transplantation and cellular immunotherapies at designated hospitals.

Neurosciences

The neurosciences programme includes stroke care, neuro-interventional procedures and complex cranial, spinal and paediatric neurosurgery. Its capabilities include mechanical thrombectomy, endovascular interventions, epilepsy surgery evaluation and neuromodulation, supported by advanced imaging and multidisciplinary care.

Gastro Sciences

The gastro sciences programme covers medical and surgical gastroenterology, hepatopancreatobiliary care and advanced endoscopy. Its capabilities include robotic and minimally invasive gastrointestinal surgery, complex hepatobiliary procedures and adult and paediatric liver transplantation at designated hospitals.

Orthopaedics

The orthopaedics programme covers trauma, sports injuries, spine surgery, paediatric orthopaedics and joint replacement. Its capabilities include robotic-assisted knee and hip replacement, complex spine procedures, revision arthroplasty, deformity correction, limb reconstruction and structured rehabilitation.

Renal Sciences

The renal sciences programme provides comprehensive nephrology and urology care, including dialysis, management of acute and chronic kidney disease, endourology, reconstructive and paediatric urology and uro-oncology. Kidney transplantation, including living donor, deceased-donor and selected high-risk cases, is undertaken at designated hospitals.

CONGO-R Specialties

The 6 (Six) CONGO-R specialties, comprising cardiac sciences, oncology, neurosciences, gastro sciences, orthopaedics and renal sciences, form the core of the Manipal Hospitals complex and high-acuity clinical portfolio. This is further supported by multidisciplinary tertiary and quaternary care capabilities across the network.

Other Specialties

Manipal Hospitals also provides services across internal medicine, general surgery, obstetrics and gynaecology, paediatrics, critical care, pulmonology and ENT. These services are delivered through inpatient admissions, emergency departments, outpatient clinics, day-care procedures and diagnostic facilities.

Operating Performance

Patient volumes and ARPOB increased during 2025-26 alongside the expansion of Manipal Hospitals operating platform.

Particulars	2025-26	2024-25
Operational Beds	6,227	5,179
Occupancy	64.5%	67.1%
ARPOB per Day	₹ 68,900	₹ 63,300
Average Length of Stay	2.8	2.9
Outpatient Volumes	54,83,403	47,17,313
Inpatient Volumes	5,27,227	4,39,724

Operational bed capacity increased during the year, while outpatient and inpatient volumes recorded strong growth. ARPOB improved by 8.9%, alongside a higher contribution from complex procedures. Occupancy moderated to 64.5% from 67.1%, while average length of stay reduced to 2.8 days from 2.9 days.

Gross inpatient revenue from the CONGO-R specialties increased from ₹ 2,840 Crores in 2023-24 to ₹ 5,031 Crores in 2025-26. Their combined contribution increased from 61.6% to 64.3% during the period, reflecting a higher contribution from complex tertiary and quaternary specialties. Cardiac Sciences remained the largest individual specialty, while Oncology recorded the strongest growth during the period.

ANNEXURE 1 (CONTD.)

Sahyadri Acquisition

Manipal Hospitals acquired a majority stake in Sahyadri Hospitals on October 3, 2025, adding 10 hospitals and 1,606 licensed beds across Pune, Nashik, Karad and Ahilyanagar in Maharashtra. The acquisition significantly expanded Manipal Hospitals' presence in Maharashtra, where it had 302 licensed beds before Sahyadri and established leadership in Pune with a combined network of 9 hospitals across key catchments.

The acquisition was also strategically aligned with Manipal Hospitals' planned expansion into Mumbai, creating a broader presence along the Pune-Mumbai economic corridor. The combined Pune network includes four hospitals with more than 200 licensed beds, providing greater operating scale and potential benefits across sourcing and procurement. It also broadened Manipal Hospitals' regional diversification and reinforced its leadership across its three key regions.

Clinical capabilities were complementary to Manipal Hospitals' focus on complex care. On a pro forma Sahyadri basis, CONGO-R specialties accounted for 64.1% of gross inpatient revenue in 2025-26, up from 61.6% in 2023-24, reflecting the increasing contribution of high-acuity specialties across the enlarged platform.

Greenfield Expansion

Alongside inorganic expansion, Manipal Hospitals operationalised Manipal Hospital, Kanakapura Road, Bengaluru, with 267 licensed beds in June 2025, followed by Manipal Hospital, Yelahanka, Bengaluru, with 264 licensed beds in November 2025. Together, the two greenfield hospitals added 531 licensed beds during 2025-26.

Technology and Digital Capabilities

Manipal Hospitals operates a physical-plus-digital healthcare model supported by a unified hospital information system integrating clinical, diagnostic and administrative workflows. Patients reach Manipal Hospitals through website and mobile application bookings, virtual consultations, telehealth kiosks, e-pharmacy services, and MAI, a digital health companion built on artificial intelligence. Digital channels accounted for 22% of consolidated revenue from operations in 2025-26.

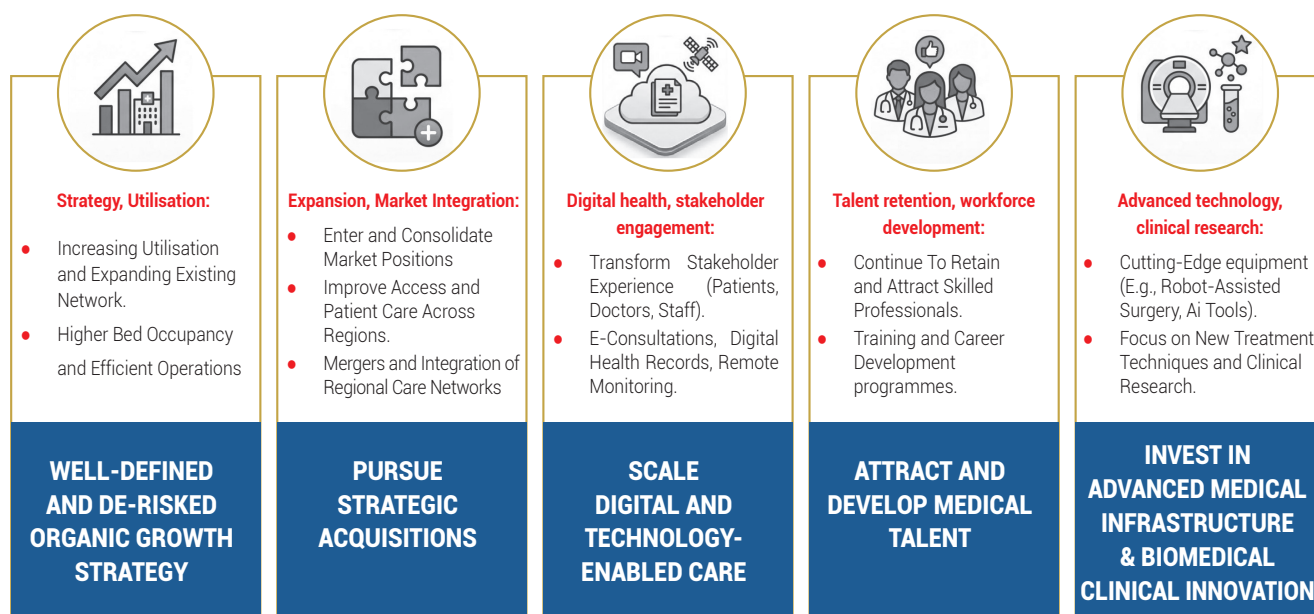
Manipal Hospitals completed 36,282 virtual consultations during 2025-26 and 3,861 screenings through telehealth kiosks as of March 31, 2026. Its e-pharmacy operated across 23 hospitals and processed more than 5,000 orders each month. In-hospital deployments included wireless step-down ICU monitoring at 15 hospitals, AI-enabled nursing handovers at 24 hospitals and live clinical dashboards at 14 hospitals.

Strategy and Growth Priorities

Manipal Hospitals strategy is centred on five priorities: increasing utilisation and expanding its existing network, pursuing strategic acquisitions, scaling digital and technology-enabled care, attracting and developing medical talent, and investing in advanced medical infrastructure and clinical innovation.

1. Continue Capitalising on Growth Opportunities in Existing Facilities and Organic Network Expansion

Manipal Hospitals intends to improve utilisation across its existing hospitals, where occupancy stood at 64.5% in 2025-26. Additional capacity is generally





ANNEXURE 1 (CONTD.)

assessed once a hospital nears 70% occupancy, which leaves enough lead time to build before the constraint bites, allowing sufficient lead time for capacity addition before constraints arise.

By 2030, Manipal Hospitals plans to add approximately 483 licensed beds through brownfield projects and 1,943 licensed beds through greenfield projects. Expansion will primarily focus on markets where it has an established presence, including Karnataka, Maharashtra and Goa, and eastern India. Manipal Hospitals also intends to increase the contribution from high-end and complex procedures across its CONGO-R specialities, alongside a stronger medical value tourism business.

2. Strategic Acquisitions to Enter and Consolidate Market Positions and Improve Access and Patient Care

Manipal Hospitals intends to pursue acquisitions that strengthen its position in existing markets or facilitate entry into attractive new regions. Each opportunity is assessed on healthcare penetration, competitive intensity, referral catchments, clinical capability, regulatory compliance, cultural fit and financial performance. Manipal Hospitals continues to evaluate inorganic growth opportunities across Karnataka; Maharashtra and Goa, including the Mumbai-Pune economic corridor; and eastern India, comprising West Bengal, Odisha, Jharkhand and Sikkim. Additional geographies of interest include Delhi-NCR, Telangana, Kerala, Andhra Pradesh and Chhattisgarh, with targeted acquisitions also being evaluated to consolidate its position in Delhi-NCR.

3. Leverage Digital, AI and Technology to Extend Reach and Drive Efficiencies

Manipal Hospitals aims to scale its physical-plus-digital healthcare model to extend patient reach and access, strengthen patient and clinician experiences and expand out-of-hospital care through virtual consultations, telehealth, e-pharmacy, remote patient monitoring and AI-enabled clinical and administrative applications. Work on procurement, supply-chain management, working-capital discipline and hospital operations will continue in parallel, held to the same clinical quality and patient safety standards.

4. Continue to Attract, Develop and Retain Medical Talent

Manipal Hospitals intends to attract and retain doctors, nurses and other healthcare professionals by providing access to complex clinical cases, advanced technologies, academic programmes, research opportunities and structured career-development

pathways. As of March 31, 2026, Manipal Hospitals had 11,064 doctors available across its hospitals and 24,240 full-time employees, including 11,048 nurses and 6,362 paramedics.

Talent development runs through Diplomate of National Board (DNB) programmes, fellowships, nursing preceptorships, specialist training, leadership development and partnerships with recognised nursing institutions. The Company's DNB, DrNB and FNB ecosystem comprised 343 seats across 25 hospitals and 42 specialities, supporting 785 students as of March 31, 2026, with pathways into consultant, academic and clinical leadership roles.

5. Invest in Advanced Medical Infrastructure and Clinical Innovations

Manipal Hospitals intends to continue investing in advanced medical equipment and technologies, including robotic surgery, radiation oncology, minimally invasive procedures, remote patient monitoring, AI-assisted diagnostics and advanced neurological interventions. Manipal Hospitals also intends to strengthen its clinical research platform. Over the five years to March 31, 2026, the network supported 209 research and clinical trials, ongoing and completed, and produced more than 1,163 publications in indexed journals.

Financial Performance

The discussion below is based on the Restated Consolidated Financial Information. Revenue from operations increased by 25.4% to ₹ 10,336 Crores in 2025-26, driven by higher patient volumes and the consolidation of the Sahyadri Hospitals from October 3, 2025. EBITDA increased to ₹ 2,644 Crores in 2025-26 from ₹ 2,165 Crores in 2024-25, while the EBITDA Margin stood at 25.6%, compared with 26.3% in 2024-25. Profit after tax (PAT) declined by 15.2%, additionally reflecting the increase in tax expense during the year.

Finance costs increased by 68.9% during 2025-26, primarily due to higher outstanding indebtedness following the issuance of non-convertible debentures. Depreciation and amortisation expense increased by 34.1%, mainly reflecting the higher property, plant and equipment base following the acquisition and consolidation of the Sahyadri Hospitals. Exceptional items primarily comprised an increase in employee-benefit provisions arising from the implementation of the new labour codes, project-related legal and professional costs associated with executed and planned business expansion and tenders, and a one-time discretionary employee incentive.

ANNEXURE 1 (CONTD.)

₹ in Crores, except percentages

Particulars	2023-24	2024-25	2025-26
Revenue from Operations	6,172	8,242	10,336
Total Income	6,265	8,363	10,521
EBITDA	1,697	2,165	2,644
EBITDA Margin	27.5%	26.3%	25.6%
PAT	533	1,082	917
PAT Margin	8.6%	13.1%	8.9%

Liquidity and Capital Resources

Net cash generated from operating activities increased to ₹ 2,078 Crores in 2025-26 from ₹ 1,570 Crores in 2024-25. Net cash used in investing activities was ₹ (7,037) Crores, primarily reflecting investments associated with the Sahyadri acquisition, investments in mutual funds and capital expenditure. Net cash generated from financing activities was ₹ 4,954 Crores, primarily reflecting

proceeds from non-convertible debentures and long-term borrowings. Cash and cash equivalents stood at ₹ 299 Crores as of March 31, 2026.

Key Financial Ratios

Particulars	2024-25	2025-26
ROCE	27%	22%
Net Debt including Lease Liabilities/EBITDA	2.0x	3.7x
Material Cost to Revenue	20.4%	20.5%
Trade Receivables Turnover Ratio	15.0x	13.2x

Net Debt including lease liabilities/EBITDA increased during 2025-26, reflecting the higher debt base associated with acquisition and expansion financing, including the issuance of non-convertible debentures.

Opportunities and Threats

Category	Key Area	Relevance to Manipal Hospitals	Manipal Hospitals' Response
Opportunity	Growth in Complex and High-Acuity Care	Rising demand for tertiary and quaternary care provides scope to increase the contribution from CONGO-R specialities	Manipal Hospitals continues to build capabilities across cardiac sciences, oncology, neurosciences, gastro sciences, orthopaedics and renal sciences, supported by specialised infrastructure, technology and clinical innovation. CONGO-R accounted for 64.3% of gross inpatient revenue in 2025-26.
	Organic Network Expansion	Capacity addition provides an avenue to serve growing demand across established and identified geographies	By 2030, Manipal Hospitals plans to add approximately 2,426 licensed beds, comprising 483 brownfield beds and 1,943 greenfield beds, with expansion focused largely on Karnataka, Maharashtra and Goa, and eastern India.
	Strategic Consolidation	The fragmented hospital sector offers opportunities to expand access and build regional leadership through selective acquisitions	Manipal Hospitals follows a structured acquisition and integration approach covering clinical protocols, speciality development, infrastructure, technology, operating practices and centralised procurement. It added 5,548 beds through acquisitions between 2020-21 and 2025-26.
	Digital, AI and Technology-Led Care	Digital platforms can improve access, patient experience, clinical workflows and operating efficiency	Manipal Hospitals is scaling its integrated HIS and digital platforms while deploying AI-enabled workflows, remote monitoring and technology-led patient-engagement solutions across the network.
	Medical Value Tourism	India's clinical capabilities and relative cost advantage support demand from international patients seeking complex care	Manipal Hospitals is focusing on Bengaluru, Kolkata and Delhi and intends to expand into Mumbai, supported by dedicated international patient channels, pre-arrival coordination, multilingual engagement and post-discharge follow-up.



ANNEXURE 1 (CONTD.)

Category	Key Area	Relevance to Manipal Hospitals	Manipal Hospitals' Response
Threat	Regulatory and Pricing Environment	Changes in pricing controls, licensing, accreditation and other regulatory requirements can affect operations and costs	Manipal Hospitals maintains a structured risk management and internal-control framework supported by compliance reviews, internal audits and periodic regulatory and accreditation inspections.
	Clinical Talent Availability and Retention	Competition for experienced doctors, nurses and other healthcare professionals can constrain clinical capacity and expansion	Manipal Hospitals supports talent attraction and retention through complex clinical exposure, academic and research opportunities, career pathways and nursing programmes. Its DNB, DrNB and FNB ecosystem spans 343 seats across 25 hospitals and 42 specialities, supporting 785 students.
	Expansion and Integration Execution	Greenfield, brownfield and inorganic expansion involve commissioning, ramp-up and integration risks	Manipal Hospitals follows an established integration framework covering clinical protocols, speciality development, systems, infrastructure and procurement, while focusing organic expansion largely on regions where it already has an operating presence.
	Payor and Working Capital Risks	Government and certain institutional payors may involve longer collection cycles, while insurer-led arrangements can affect pricing and claims	Manipal Hospitals maintains a diversified payor profile and focuses on disciplined working capital management. Its working capital cycle remained negative at 13 days in 2025-26.
	Cybersecurity and Data Protection	Greater digitalisation increases exposure to cyber threats, system disruption and risks relating to sensitive patient data	Manipal Hospitals has implemented continuous cybersecurity monitoring, threat mitigation, incident response mechanisms, independent assessments, vulnerability testing and a Digital Personal Data Protection framework.
	Input-cost and Competitive Pressures	Rising medical consumable, manpower and operating costs, together with competition for patients and clinicians, can affect margins and utilisation	Manipal Hospitals seeks to leverage network scale, centralised procurement and operating efficiencies, while differentiating through its brand, clinical capabilities, technology and pan-India presence.

Risk Management

Manipal Hospitals maintains a risk management system to identify, assess, mitigate and monitor risks to its business objectives. The Risk Management Committee oversees the framework across financial, operational, sectoral, sustainability and ESG-related, information and cybersecurity risks. The framework includes risk identification and assessment, internal controls, risk tolerance limits, mitigation measures and business continuity planning, with material matters reported to the Board.

Key Risk Area	Management Approach
Geographic Concentration and Market Exposure	Strengthen established markets while expanding the network through brownfield and greenfield projects and selectively increasing presence in identified geographies
Patient Volumes, Occupancy and Clinical Mix	Strengthen clinical capabilities and patient access, deepen complex CONGO-R programmes and improve utilisation of existing infrastructure and resources

ANNEXURE 1 (CONTD.)

Key Risk Area	Management Approach
Clinical Quality, Patient Safety and Reputation	Maintain standardised clinical pathways, governance, credentialling and quality frameworks, supported by patient-safety processes, incident reporting and corrective and preventive action
Regulatory, Licensing and Payor Risk	Monitor regulatory requirements, licences and accreditations, while managing payer contracts, collections and working-capital discipline
Acquisition and Expansion Execution	Apply defined acquisition criteria and a structured integration approach covering clinical programmes, infrastructure, technology and operating practices
Environmental and Biomedical Waste Compliance	Maintain defined SOPs for biomedical waste handling, environmental and safety controls, employee training, monitoring and corrective action
Clinical Talent	Support clinician development and retention through access to complex cases, advanced technology and academic pathways, while strengthening nursing pipelines through institutional partnerships, training and structured preceptorships
Supply Chain and Input Costs	Source from authorised vendors, undertake due diligence and batch verification and quality checks, and maintain cold-chain and recall protocols alongside working-capital discipline
Cybersecurity and Data Protection	Maintain continuous cybersecurity monitoring, threat mitigation and incident response, supported by independent assessments, gap analysis, vulnerability assessments, penetration testing and data protection controls
Financial, Credit and Liquidity Risk	Monitor interest-rate and foreign exchange exposures, customer creditworthiness and collections, while maintaining sufficient liquidity and access to committed credit facilities

Internal Control Systems and their Adequacy

Internal control systems run across operations, legal and regulatory compliance, treasury, financial reporting and budgetary controls. Internal audits periodically assess compliance with legal, industry and internal requirements across occupational health and safety, environmental matters, service quality and human capital. Audit findings are presented to the Board, while management is responsible for implementing corrective actions and monitoring their closure.

The control environment is supported by a whistle-blower mechanism and an anti-bribery compliance policy. Manipal Hospitals and clinical laboratories are also subject to inspections and audits by regulators and accreditation bodies, including NABH and NABL. Management regularly reviews actual performance against approved budgets and forecasts.

The Audit Committee evaluates internal financial controls and risk-management systems, reviews the adequacy of internal controls and the internal-audit function, monitors significant audit findings and follow-up actions, and oversees periodic information-system audits.

Human Resources

Consistent, patient-focused care across the hospital network is supported by the scale and depth of Manipal Hospitals' medical workforce. As of March 31, 2026, the network was supported by 11,064 doctors and 17,410 nurses and paramedics, alongside its wider employee base. This breadth of clinical talent enables Manipal Hospitals to support multidisciplinary care and complex tertiary and quaternary procedures across its hospitals.

Retention among doctors remained strong, with attrition at 8.8% in 2025-26. Manipal Hospitals supports engagement and retention through exposure to complex clinical cases, academic opportunities, clinical autonomy, structured development pathways and access to specialised medical technology.

Medical Education and Research

Manipal Hospitals academic platform supports clinical capability development and its future talent pipeline. As of March 31, 2026, it offered 343 DNB, DrNB and FNB seats across 25 hospitals and 42 specialties, with 785 students enrolled.



ANNEXURE 1 (CONTD.)

Academic engagement is further supported through its association with MAHE, while MRCP and MRCPCH examinations have been conducted at Manipal Hospital Old Airport Road.

Manipal Hospitals also supports academic collaboration, publications and clinical research through its association with the Manipal Academy of Higher Education and other recognised institutions. Over the five years preceding March 31, 2026, the network supported 209 ongoing and completed research and clinical trials and produced more than 1,163 publications in indexed journals.

Corporate Social Responsibility

Manipal Hospitals spent ₹ 20.58 Crores on CSR programmes during 2025-26, compared with ₹ 14.74 Crores in 2024-25 and ₹ 7.68 Crores in 2023-24.

CSR initiatives have included virtual classroom programmes reaching approximately 14,000 students, mathematics learning programmes benefiting approximately 1,500 students, mid-day meal support and entrepreneurship training. Healthcare initiatives have included financial support for treatment of underprivileged patients, women's cancer screening, breast and cervical screening equipment and support for a breast milk bank.

Sustainability

Manipal Hospitals integrates environmental responsibility and workplace safety into its hospital operations. Its practices cover biomedical-waste segregation and disposal, safe handling of infectious, hazardous and radioactive materials, air and water-quality checks, fire-safety preparedness and operating controls addressing applicable environmental and occupational-safety requirements. Employees receive induction and refresher training, personal protective equipment and specialised protection for radiation-exposed areas. Incidents and near misses are recorded and monitored to support corrective and preventive action. Manipal Hospitals' sustainability-related risks, including ESG matters, are overseen through its risk-management framework.

Subsequent Developments

Initial Public Offer

Subsequent to March 31, 2026, Manipal Hospitals undertook an initial public offer comprising a Fresh Issue of 13,56,19,881 equity shares of face value ₹ 2 each aggregating to ₹ 8,000 Crores and an Offer for Sale of 2,16,13,834 equity shares. The Net Proceeds from the Fresh Issue are intended to be utilised towards repayment or prepayment, in full or in part, of certain outstanding borrowings and accrued interest of Manipal Hospitals Private Limited, acquisition of a minority stake in Sahyadri Hospitals Private Limited and general corporate purposes. Manipal Hospitals will not receive any proceeds from the Offer for Sale.

Juhu, Mumbai Greenfield Project

After March 31, 2026, Manipal Hospitals completed the acquisition of the remaining land and building area associated with its Juhu, Mumbai greenfield project for a total consideration of ₹ 495.0 Crores. Of this amount, ₹ 365.0 Crores was paid after March 31, 2026, with ₹ 130.0 Crores payable subject to fulfilment of certain conditions subsequent.

CAUTIONARY STATEMENT

This Management Discussion and Analysis section contains forward-looking statements relating to Manipal Hospitals' objectives, strategies, plans, estimates, expectations and future performance. These statements are based on current assumptions and information available to the management. They are subject to risks and uncertainties that may cause actual results to differ materially from those expressed or implied.

Factors that may affect actual performance include changes in economic and market conditions, regulations, competition, technology, interest and foreign exchange rates, inflation, geopolitical developments, natural events and Manipal Hospitals ability to implement its strategies. Readers are cautioned not to place undue reliance on these statements. Manipal Hospitals' undertakes no obligation to update or revise any forward-looking statement, except as required under applicable law.

Form AOC-1

(Pursuant to Proviso sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures as on March 31, 2026

Sr. No	CIN/any other registration number of subsidiary company	Name of Subsidiary	Provisions pursuant to which the Company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii))	The date since when subsidiary was acquired/ incorporated	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency	Exchange Rate Closing Rate (March 31, 2026) (in Rupees)	Share Capital	Reserves & Surplus	Total assets	Total Liabilities (Excluding Equity and Reserves)
1			2	3	4	5	6	7	8	9	10
1	U85110KA2014PTC073063	Manipal Hospitals (Dwarka) Private Limited	Section 2(87)(ii)	February 18, 2015	NA	INR	NA	2.82	226.08	1,325.96	1,097.06
2	201313970C	Manipal Health Enterprises International Pte. Ltd.,	Section 2(87)(ii)	May 23, 2013	NA	USD	NA	0.15	(0.08)	0.06	0.00
3	U85110KA2015PTC079665	Healthmap Diagnostics Private Limited	Section 2(87)(ii)	April 06, 2015	NA	INR	NA	133.48	41.26	321.17	146.43
4	U85110KA2003PTC030055	Manipal Hospitals Private Limited	Section 2(87)(ii)	April 30, 2021	NA	INR	NA	1,025.30	431.86	8,954.18	7,497.02
5	U85110KA2009PTC049257	Manipal Hospitals (Bengaluru) Private Limited	Section 2(87)(ii)	June 05, 2021	NA	INR	NA	169.37	139.80	420.87	111.70
6	U85110WB1986PTC040525	Manipal Hospitals (East) India Private Limited (Subsidiary of Manipal Hospitals Private Limited)	Section 2(87)(ii)	September 20, 2023	NA	INR	NA	145.70	(644.80)	1,625.29	2,124.39
7	U74140WB2003PTC121076	Manipal Hospitals Synergie Private Limited (formerly Medica Synergie Private Limited)	Section 2(87)(ii)	July 01, 2024	NA	INR	NA	178.51	132.28	312.77	1.98
8	U45200WB2007PTC112554	Manipal Hospitals Eastern India Private Limited (formerly Medica Hospitals Private Limited) (Subsidiary of Manipal Hospitals Synergie Private Limited)	Section 2(87)(ii)	July 01, 2024	NA	INR	NA	61.94	221.22	595.36	312.2
9	U85110WB1993PTC060388	Manipal Hospitals Bengal Private Limited (North Bengal Clinic Private Limited) (Subsidiary of Manipal Hospitals Synergie Private Limited)	Section 2(87)(ii)	July 01, 2024	NA	INR	NA	0.88	67.28	127.19	59.02
10	U85110PN1996PTC099499	Sahyadri Hospitals Private Limited ("SHPL") (Subsidiary of Manipal Hospitals Private Limited)	Section 2(87)(ii)	July 09, 2025	NA	INR	NA	33.26	1018.17	1,448.64	397.21
11	U85110PN2006PTC128551	Sahyadri Karad Hospitals Private Limited (Subsidiary of SHPL)	Section 2(87)(ii)	July 09, 2025	NA	INR	NA	13.58	(6.52)	35.71	28.64
12	U74999PN2012PTC143004	Saideep Healthcare & Research Private Limited (Subsidiary of SHPL)	Section 2(87)(ii)	July 09, 2025	NA	INR	NA	45.55	192.76	264.59	26.28
13	U85110PN1984PTC034225	Surya Hospitals Private Limited (Subsidiary of SHPL)	Section 2(87)(ii)	July 09, 2025	NA	INR	NA	1.21	37.23	43.44	5.00



ANNEXURE 2 (CONTD.)

Sr. No	CIN/any other registration number of subsidiary company	Name of Subsidiary	Provisions pursuant to which the Company has become a subsidiary (Section 2(87)(i)/(Section 2(87)(ii))	Investments	Turnover	Profit before taxation	Tax Expense (Credit)/ Charge	Profit after taxation	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend	% of shareholding
1				11	12	13	14	15	16	17	18	19
1	U85110KA2014PTC073063	Manipal Hospitals (Dwarka) Private Limited	Section 2(87)(ii)	13.81	588.74	74.18	19.14	55.04	(0.46)	54.58	-	100.00%
2	201313970C	Manipal Health Enterprises International Pte. Ltd.,	Section 2(87)(ii)	-	-	0.00	-	0.00	-	0.00	-	100.00%
3	U85110KA2015PTC079665	Healthmap Diagnostics Private Limited	Section 2(87)(ii)	60.67	232.94	9.89	-	9.89	0.07	9.96	-	50.08%
4	U85110KA2003PTC033055	Manipal Hospitals Private Limited	Section 2(87)(ii)	7,299.43	2,474.30	275.30	69.36	205.94	0.59	206.53	-	100.00%
5	U85110KA2009PTC049257	Manipal Hospitals (Bengaluru) Private Limited	Section 2(87)(ii)	118.33	285.16	71.05	18.14	52.91	(0.22)	52.69	-	100.00%
6	U85110WB1986PTC040825	Manipal Hospitals (East) India Private Limited (Subsidiary of Manipal Hospitals Private Limited)	Section 2(87)(ii)	41.07	1,350.39	92.12	23.73	68.39	0.44	68.83	-	84.07%
7	U74140WB2003PTC121076	Manipal Hospitals Synergie Private Limited (formerly Medica Synergie Private Limited)	Section 2(87)(ii)	300.82	6.78	10.98	1.83	9.15	-	9.15	-	84.94%
8	U45200WB2007PTC112554	Manipal Hospitals Eastern India Private Limited (formerly Medica Hospitals Private Limited) (Subsidiary of Manipal Hospitals Synergie Private Limited)	Section 2(87)(ii)	24.64	704.04	76.39	35.84	40.55	1.02	41.57	-	84.94%
9	U85110WB1993PTC060388	Manipal Hospitals Bengal Private Limited (North Bengal Clinic Private Limited)	Section 2(87)(ii)	12.56	102.09	(3.96)	(1.15)	(2.81)	1.50	(2.66)	-	83.36%
10	U85110PNI996PTC099499	Sahyadri Hospitals Private Limited	Section 2(87)(ii)	273.33	941.73	(49.11)	(22.5)	(26.61)	0.77	(25.84)	-	99.86%
11	U85110PN2006PTC128551	Sahyadri Karad Hospitals Private Limited	Section 2(87)(ii)	-	39.61	(0.49)	0.04	(0.53)	0.05	(0.48)	-	94.50%
12	U74999PN2012PTC143004	Saideep Healthcare & Research Private Limited	Section 2(87)(ii)	121.10	141.72	22.03	5.58	16.45	0.31	16.76	-	54.92%
13	U85110PNI984PTC034225	Surya Hospitals Private Limited	Section 2(87)(ii)	20.31	36.73	9.74	2.49	7.26	0.11	7.37	-	81.03%

Notes:

- Names of subsidiaries which are yet to commence operations - NIL
- Names of subsidiaries which have been liquidated or sold during the year.

For and on behalf of the Board of Directors of Manipal Health Enterprises Limited

Dilip Jose
Managing Director & CEO
DIN: 03591692

Dr. Hebri Sudarshan Ballal
Director
DIN: 01195055

Sameer Agarwal
Chief Financial Officer

Sathish K R
General Counsel and Company Secretary
Membership No: A15203

Place : Bengaluru
Date : August 20, 2026

Form AOC-1

(Pursuant to Proviso sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "B": Associates and Joint Ventures :- As on March 31, 2026

Sr. No.	CIN/any other registration number of subsidiary company	Name of Associates or Joint Ventures	Latest audited Balance Sheet Date	Date on which associated/acquired	Shares Held	Amount of Investment	Extent of Holding (in percentage)	Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Network attributable to shareholding as per latest audited Balance Sheet	Profit or Loss for the year	Considered in Consolidation	Not Considered in Consolidation ³
1	U33111DL2013PTC458568	iGenetic Diagnostics Private Limited*	March 31, 2026	August 05, 2021	73,496	47.80	42.17%	During the year ended March 31, 2022, the Company acquired 73,496 shares of Igenetic Diagnostics Private Limited (Igenetic) for a total consideration of ₹ 47.8 Crores. During the year ended March 31, 2023, Igenetic has filed an application with NCLT to demerge its business into Healthmap Diagnostics Private Limited (Healthmap). Pursuant to a board resolution dated March 10, 2026, IDPL has initiated the process for its voluntary liquidation and has accordingly appointed a liquidator.	-	-	-	-	NA
2	U72900KA2017PTC107067	Terrals Technologies Private Limited	March 31, 2026	February 26, 2021	10,142	50.34	20.59%	The Company has signed a Share Subscription Agreement on December 22, 2020 to invest an amount of upto ₹ 80 Crores in Terrals Technologies Private Limited (Phable) in upto three tranches. The first tranche of ₹ 40 Crores was invested on February 26, 2021 by subscribing to 100 equity shares of ₹ 10 each and 7,845 compulsorily convertibles preference shares of ₹ 100 each. In the year ended March 31, 2022 a further ₹ 29.99 Crores was invested for 2,197 compulsorily convertibles preference shares of ₹ 100 each.	Investment in Terrals Technologies Private Limited ('Terrals') is fully impaired with no further funding obligation as on date. Financial information of Terrals is not available and this investment is not material to the Consolidated Financial Statements.	-	-	NA	NA

Notes:

- Names of associates or joint ventures which are yet to commence operations - NIL
- Names of associates or joint ventures which have been liquidated or sold during the year - iGenetic Diagnostics Private Limited has filed for liquidation as on March 17, 2026
- The carrying amount of the investment is nil therefore the associate's losses are not considered.

For and on behalf of the Board of Directors of Manipal Health Enterprises Limited

Diip JoseManaging Director & CEO
DIN: 03591692**Sameer Agarwal**

Chief Financial Officer

Dr. Hebri Sudarshan BallalDirector
DIN: 01195055**Sathish K R**General Counsel and Company Secretary
Membership No: A15203Place : Bengaluru
Date : August 20, 2026



ANNEXURE 3

FORM NO. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

Manipal Health Enterprises Limited

("Formerly Manipal Health Enterprises Private Limited")

The Annexe, #98/2, Rustom Bagh,
HAL Airport Road, Bangalore - 560017
Karnataka, India

We, Preetham Hebbar & Co., Company Secretaries, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Manipal Health Enterprises Limited (CIN: U85110KA2010PLC052540)** ("Formerly Manipal Health Enterprises Private Limited") (hereinafter called the "Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (the "audit period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder: Not applicable during the audit period;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder to the extent

of Foreign Direct Investment and Overseas Direct Investment. There was no External Commercial Borrowing by the Company during the audit period.

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Not applicable during the audit period;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992: Not applicable during the audit period;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not applicable during the audit period;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable during the audit period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: Not applicable during the audit period;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable during the audit period; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not applicable during the audit period.
- vi. Other laws applicable specifically to the Company:

Since, the Company is operating in the Healthcare industry, the laws as mentioned in the Annexure-1 to this report are specifically applicable to the Company and based on the representations received from the Company and its officers, we certify that the Company is in compliance with these laws.

ANNEXURE 3 (CONTD.)

We have also examined compliance with the applicable clauses of the following:

Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We have not examined compliance by the Company with respect to maintenance of books of accounts, direct and indirect tax matters and cost accounts related matters, since the same have been subject to review by the designated professionals under Statutory Audit, Income Tax Audit and Cost Audit.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors and Non-Executive Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance unless meetings called at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the confirmation received by the Company, all the decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, major events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above are given in Annexure-2.

For **Preetham Hebbar & Co.**

Company Secretaries

Firm Registration No.: S2018KR648300

Preetham Hebbar

Practicing Company Secretary

Membership No. A31909

Certificate of Practice No. 21431

UDIN: A031909H000877919

Peer Review no.: 2855/2022

Date: July 15, 2026

Place: Bangalore

This Report is to be read with our letter of even date which is annexed as Annexure-3 and forms an integral part of this report.



ANNEXURE 3 (CONTD.)

ANNEXURE 1

Other laws applicable to the Company:

1. The Clinical Establishments (Registration and Regulation) Act, 2010 ("CERR Act") and the Clinical Establishments (Central Government) Rules, 2012 ("CECG Rules") and allied state legislation
2. The Transplantation of Human Organs and Tissues Act, 1994 ("Transplantation Act") and the Transplantation of Human Organs and Tissues Rules, 2014 ("Transplantation Rules")
3. The National Medical Commission Act, 2019 ("NMC Act")
4. National Dental Commission Act, 2023 ("Dental Commission Act")
5. National Pharmaceuticals Pricing Policy, 2012 (the "2012 Pharmaceutical Policy")
6. The National Commission for Allied and Healthcare Professions Act, 2021 ("NCAHP Act")
7. Medical Devices Rules, 2017 ("Medical Devices Rules") and the Medical Devices (Amendment) Rules, 2020
8. The Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002 ("Ethics Regulations")
9. The National Medical Commission Registered Medical Practitioner (Professional Conduct) Regulations, 2023 ("Professional Conduct Regulations")
10. The Indian Nursing Council Act, 1947 ("Nursing Act")
11. Epidemic Disease Act, 1897 ("ED Act")
12. The Atomic Energy Act, 1962 ("AE Act")
13. The Atomic Energy (Radiation Protection) Rules, 2004 ("Radiation Rules")
14. Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987 (the "Radioactive Waste Rules")
15. The Radiation Surveillance Procedure for Medical Application of Radiation, 1989 ("Surveillance Procedures")
16. The Safety Code for Nuclear Medicine Facilities, 2011 ("Nuclear Medicine Facilities Code")
17. Static and Mobile Pressure-Vessel (Unfired) Rules, 2016 ("SMV Rules")
18. Legal Metrology Act, 2009 ("LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules")
19. The Electricity Act, 2003 ("Electricity Act")
20. The Explosives Act, 1884 ("Explosives Act") and the Explosives Rules, 2008 ("Explosives Rules")
21. The Petroleum Act, 1934 (the "Petroleum Act") and Petroleum Rules, 2002 (the "Petroleum Rules")
22. The Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention and Control) Act, 2017, ("HIV and AIDS Act") and Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention and Control) Rules, 2018 ("HIV and AIDS Rules")
23. The National Ethical Guidelines for Biomedical and Health Research Involving Human Participants, 2017 ("ICMR Code")
24. Indian Council of Medical Research Regulations– ICMR Guidelines for Good Clinical Laboratory Practices, 2021 ("GCLP 2021")
25. National Accreditation Board for Hospitals and Healthcare Providers ("NABH")
26. National Accreditation Board for Testing and Calibration Laboratories ("NABL")
27. Central Government Health Scheme ("CGHS") and Ex-servicemen Contributory Health Scheme ("ECHS")
28. The Preconception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 and rules ("PCPNDT Act") and the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 ("PNDT Act")
29. Preconception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Rules, 1996 ("PCPNDT Rules")

ANNEXURE 3 (CONTD.)

30. The Medical Termination of Pregnancy Act, 1971 ("MTP Act") and the Medical Termination of Pregnancy Rules, 2003 ("MTP Rules")
31. The Assisted Reproductive Technology (Regulation) Act, 2021 ("ART Act") the Assisted Reproductive Technology (Regulation) Rules, 2022 ("ART Rules") and the Assisted Reproductive Technology Regulations, 2023 ("ART Regulations")
32. The Registration of Births and Deaths Act, 1969 ("RBD Act") and The Registration of Births and Deaths (Amendment) Act, 2023 ("RBDA Act")
33. The Radiation Safety in Manufacture, Supply and Use of Medical Diagnostic X-Ray Equipment, 2016 (the "X-Ray Safety Code") and the Safety Code for Medical Diagnostic X-Ray Equipment and Installations ("Diagnostic Safety Code")
34. The Food Safety and Standards Act, 2006 ("FSSA"), the Food Safety and Standards Rules, 2011 ("FSSR") and the Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011
35. The Electronic Healthcare Records Standards, 2016
36. Consumer Protection Act, 2019 ("Consumer Protection Act") and the rules made thereunder
37. The Drugs and Cosmetics Act, 1940 ("Drugs Act"), the Drugs and Cosmetics Rules, 1945 ("Drugs Rules"), The New Drugs and Clinical Trials Rules, 2019 ("Clinical Trials Rules") and The Drugs (Prices Control) Order, 2013 ("DPCO 2013")
38. The Pharmacy Act, 1948 and the Pharmacy Practice Regulations, 2015
39. The Narcotic Drugs and Psychotropic Substances Act, 1985 ("NDPS Act") and the Narcotic Drugs and Psychotropic Substances Rules, 1985 ("NDPS Rules")
40. Environment Protection Act, 1986 (the "EP Act") and the Environment Protection Rules, 1986 (the "EP Rules") read with the Environmental Impact Assessment Notification, 2006 ("EIA Notification")
41. Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act") and Air (Prevention and Control of Pollution) Rules, 1982 ("Air Rules")
42. Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Water (Prevention and Control of Pollution) Board, 1975 ("Water Rules")
43. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")
44. The Bio-Medical Waste Management Rules, 2016 ("BMW Rules")
45. Public Liability Insurance Act, 1991 ("Public Liability Act")
46. The E-Waste Management Rules, 2016 (the "E-Waste Rules")
47. Shops and establishments legislations
48. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "POSH Act")
49. The Trade Marks Act, 1999 (the "Trademarks Act") along with the Trade Marks Rules, 2017 ("Trademark Rules")
50. The Patents Act, 1970 (the "Patents Act")
51. Copyright Act, 1957 along with the Copyright Rules, 2013 (the "Copyright Laws")
52. The Information Technology Act, 2000 (the "IT Act") and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rule")
53. The Digital Personal Data Protection Act, 2023 ("Data Protection Act") and the Digital Personal Data Protection Rules, 2025 ("DPDP Rules")
54. Income-tax Act 2025, the Income-tax Rules, 2026, as amended by the Finance Act in respective years;
55. Indian Stamp Act, 1899 and various state-specific legislations made thereunder;
56. Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017, and various state-wise legislations made thereunder;



ANNEXURE 3 (CONTD.)

57. The Integrated Goods and Services Tax Act, 2017, and rules thereof;
58. Professional tax-related state-wise legislations; and
59. Customs Act, 1962.
60. Foreign Trade (Development and Regulation) Act, 1992 (the "FTA") and the rules framed thereunder
61. Other Indian laws
62. In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, fire-safety related laws and rules framed thereunder, the Arbitration and Conciliation Act, 1996; the Contract Act, 1872; Sale of Goods Act, 1930; Micro, Small, and Medium Enterprise Act, 2002 and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business

ANNEXURE 3 (CONTD.)

ANNEXURE 2

MAJOR EVENTS/ACTIONS HAVING A MAJOR BEARING ON THE COMPANY'S AFFAIRS TOOK PLACE DURING THE AUDIT PERIOD AS BELOW:

- a) Allotment of 770,624,340 equity shares of ₹ 2/- (Rupees Two) each to the existing shareholders of the Company by way of bonus issue on April 22, 2025:

Sl. No.	Name of the Shareholder	No. of Shares		
		Pre-Bonus Shareholding	Bonus Issue	Post-Bonus Shareholding
1.	Imperius Healthcare Investments Pte Ltd	6,98,69,780	13,97,39,560	20,96,09,340
2.	Kabru Investments Pte. Ltd.	2,27,44,805	4,54,89,610	6,82,34,415
3.	Kangto Investments Pte. Ltd.	10,40,34,285	20,80,68,570	31,21,02,855
4.	Manipal Global Health Services	7,73,82,585	15,47,65,170	23,21,47,755
5.	Cypress Holdings	1,63,90,840	3,27,81,680	4,91,72,520
6.	Manipal Education and Medical Group India Private Limited	2,11,28,305	4,22,56,610	6,33,84,915
7.	Dr. Ranjan Pai	7,26,930	14,53,860	21,80,790
8.	TPG SG Magazine Pte. Ltd.	4,23,84,340	8,47,68,680	12,71,53,020
9.	Phoenix Bear Investments, LLC	40,10,945	80,21,890	1,20,32,835
10.	Seventy Second Investment Company LLC	1,44,18,070	2,88,36,140	4,32,54,210
11.	Novo Holdings Invest Asia A/S	48,13,135	96,26,270	1,44,39,405
12.	Ammar Sdn Bhd	73,82,675	1,47,65,350	2,21,48,025
13.	Ashu Singal	25,475	50,950	76,425

- b) During the financial year 2025-26, the Company approved providing in-principle approval for raising additional capital, inter alia, through an initial public offering of equity shares of the Company and filed the Draft Red Herring Prospectus in relation to the Offer with the Securities and Exchange Board of India.
- c) During the financial year 2025-26, the Company became a Public Limited Company from a Private Limited Company.
- d) On March 12, 2026, the Company allotted 2,38,20,811 Equity Shares of face value of ₹ 2/- (Rupees Two only) each at a premium of ₹ 690.68/- (Rupees Six Hundred Ninety and Paise Sixty Eight Only) per equity share, aggregating to an issue price of ₹ 692.68/- per equity share, for a total issue price of ₹ 16,50,01,99,363.48/- (Rupees One Thousand Six Hundred Fifty Crores One Lakh Ninety-Nine Thousand Three Hundred Sixty-Three and Paise Forty-Eight Only) for consideration other than cash to MEMG International India Private Limited.



ANNEXURE 3 (CONTD.)

ANNEXURE 3

To,

The Members

Manipal Health Enterprises Limited

("Formerly Manipal Health Enterprises Private Limited")

The Annexe, #98/2, Rustom Bagh,

HAL Airport Road, Bangalore- 560017

Karnataka, India

To be read along with our Secretarial Audit Report of even date.

Auditor's Responsibility

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility as an Auditor is to express opinion on the compliance with the applicable laws and maintenance of records based on audit.
2. Audit was conducted in accordance with applicable Standards. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that the correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
5. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
6. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Preetham Hebbar & Co.**

Company Secretaries

Firm Registration No.: S2018KR648300

Preetham Hebbar

Practicing Company Secretary

Membership No. A31909

Certificate of Practice No. 21431

UDIN: A031909H000877919

Peer Review no.: 2855/2022

Date: July 15, 2026

Place: Bangalore

ANNEXURE 3 (CONTD.)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2026

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

MANIPAL HOSPITALS (EAST) INDIA PRIVATE LIMITED

(formerly AMRI Hospitals Private Limited and AMRI Hospitals Limited)

(CIN: U85110WB1986PTC040525)

P- 4 & 5, C.I.T. SCHEME - LXXII, BLOCK-A

GARIAHAT ROAD, KOLKATA, West Bengal, India, 700029

Address where accounts are maintained: The Annexe 98/2 Rustom Bagh, Off HAL Airport Road, NAL, Bangalore, Bangalore North, Karnataka, India, 560017

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manipal Hospitals (East) India Private Limited, formerly AMRI Hospitals Private Limited and AMRI Hospitals Limited (here in after referred to as "the Company") during the financial year from April 01, 2025 to March 31, 2026 (hereinafter referred to as "the year/ audit period/period under review"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's relevant books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided to us by the Company, its officers,

agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representation made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026, generally complied with the provisions of Acts, Rules, Regulations, Guidelines, Standards listed hereunder subject to the reporting made hereinafter:-

1. We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2026, according to the applicable provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made there under;
 - ii. Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India;
 - iii. The Depositories Act, 1996 and the Regulations bye-laws framed thereunder.
2. In relation to the period under review, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us, complied with the laws.

3. Board Processes:

We further report that:

- i. The Board of Directors of the Company was duly constituted as on the end of the period under review. The Directors of the Company during the period under review were:

Sr. No.	Name of Director	DIN	Designation
1.	HEBRI SUDARSHAN BALLAL	01195055	Director
2.	SAMEER AGARWAL	07554053	Director
3.	KARTHIK RAJAGOPAL	06652382	Director
4.	MOHAN KUMAR BANGALORE SHANKARAPPA	01336326	Independent Director
5.	MANGALA ROHITH	01338687	Independent Director

- ii. There were changes in the composition of the Board of Directors during the period under review pursuant to appointment of Independent Directors.
- iii. Adequate notice was given to all directors to schedule Board Meetings with agenda and detailed notes on agenda were circulated to the Board members prior to the meetings.
- iv. A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting for meaningful participation at the meeting.

ANNEXURE 3 (CONTD.)

- v. All decisions at the Board Meeting were carried out unanimously as recorded in the minutes of the meeting of the Board of Directors.
4. There were no material changes after the end of the Financial Year till the date of this Secretarial Audit report.

For **Mehta & Mehta**
Company Secretaries

CS Jasveen Bindra
Partner

M. No. - A 63912

CP. No. 23911

Date: May 26, 2026

Place: Bengaluru

UDIN: A063912H000485531

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

ANNEXURE 3 (CONTD.)

ANNEXURE A

To,

The Members,

MANIPAL HOSPITALS (EAST) INDIA PRIVATE LIMITED

(formerly AMRI Hospitals Private Limited and AMRI Hospitals Limited)

(CIN: U85110WB1986PTC040525)

P- 4 & 5, C.I.T. SCHEME - LXXII, BLOCK-A

GARIAHAT ROAD, KOLKATA, West Bengal, India, 700029

Address where accounts are maintained: The Annexe 98/2 Rustom Bagh, Off HAL Airport Road, NAL, Bangalore, Bangalore North, Karnataka, India, 560017

Our Secretarial Audit Report of given date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Manipal Hospitals (East) India Private Limited (formerly AMRI Hospitals Private Limited and AMRI Hospitals Limited) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts are reflected in secretarial and other records. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws (including labour laws and industry specific laws), rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company
7. The Secretarial Audit Report is drawn up relying on the management representation and believing it to be true and fair.
8. The Secretarial Audit Report does not cover any non-compliances committed prior or after the Audit Period.

For **Mehta & Mehta**
Company Secretaries

CS Jasveen Bindra
Partner

M. No. - A 63912

CP No. 23911

UDIN: A063912H000485531

Date: May 26, 2026

Place: Bengaluru



ANNEXURE 3 (CONTD.)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
for the Financial Year ended March 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sahyadri Hospitals Private Limited
Pune MH

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sahyadri Hospitals Private Limited ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Management is responsible for the preparation and filling of all the forms, returns and documents for the compliances under the Companies Act, 2013, rules there under and laws and regulations listed hereinafter and to ensure that they are free from material non-compliance, whether due to fraud or error.

Secretarial Audit for the Company is conducted as a process of verification of records and documents on sample basis to check compliances with the provisions of laws, rules and procedures. The procedure for Secretarial Audit is selected on the Secretarial Auditor's judgement of material facts of the documents filed. Our responsibility is to express an opinion on the secretarial compliances of the aforesaid laws done by the Company on the basis of our audit. We have conducted our audit solely on the basis of compliances and filling done by the Company under the below mentioned laws.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby make our report on the basis of our opinion, that the Company has during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment the Company has been complied with;
- (iii) The Depositories Act, 1996 and the Regulations framed thereunder.

We further report that, based on a limited review conducted on a test-check basis and having regard to the compliance systems and processes prevailing in the Company, we have examined the relevant checklist/records, documents, registers, licences, approvals, and registrations maintained by the Company. Our verification was restricted to an administrative review of the existence and validity of such licences, registrations, approvals. Based on such review, the Company has generally complied with the following Industry Specific Laws, to the extent applicable to it:

- (a) Maharashtra Nursing Homes Registration Act, 1949 read with Maharashtra Nursing Homes Registration Rules, 1973;
- (b) Pre-Conception and Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994 read with Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Rules, 1996;
- (c) Atomic Energy Act, 1962 read with Atomic Energy (Radiation Protection) Rules, 2004, Radiation Surveillance Procedure for Medical Applications of Radiation, 1989, read with AERB Safety Code;
- (d) Bio Medical Waste (Management and Handling) Rules 1998 and Maharashtra Non-Biodegradable Garbage (Control) Act, 2006;
- (e) Drugs and Cosmetics Act, 1940 read with Drugs and Cosmetics Rules, 1945;
- (f) Maharashtra Narcotic Drugs and Psychotropic Substances Act, 1985 read with Maharashtra Narcotic Drugs and Psychotropic Substances Rules, 1985 and Narcotic Drugs and Psychotropic Substances (Regulation of Controlled Substances) Order, 2013;
- (g) Medical Termination of Pregnancy Act, 1971 read with Medical Termination of Pregnancy Rules, 2003 and Medical Termination of Pregnancy Regulations, 2003;
- (h) Transplantation of Human Organ Act, 1994;
- (i) Food And Safety Standard Act 2006;
- (j) Registration of Births and Deaths Act, 1969 read with Maharashtra Registration of Births and Deaths Rules, 2000;

ANNEXURE 3 (CONTD.)

- (k) Maharashtra Non-biodegradable Garbage (Control) Act, 2006;
- (l) Surrogacy Regulation Act, 2021;
- (m) Assisted Reproductive Technology (Regulation) Act, 2021; and
- (n) Prohibition of Smoking in Public Places Rules, 2008.

We have examined compliance with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India. Based on our review, the Company has generally complied with the applicable requirements of the Secretarial Standards. We have been shared with the secretarial team.

During the period under review, the Company has substantially complied with the applicable provisions of the Act, Rules, Regulations, Guidelines and Standards. Instances of delayed filing of certain e-forms, accompanied by payment of the requisite additional fees, and minor administrative inaccuracies in two e-forms were noted during the review.

We report that the compliance by the Company of applicable laws relating to preparation of financial statements, including direct and indirect tax laws, has not been reviewed in this audit since the same has been subject to review by statutory auditor and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

As per information and management representation, adequate notice is given to all Directors of scheduled Board Meetings; agenda and detailed notice on the agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications of the agenda items before the meeting and the meaningful participation in the meeting. Further, where notice of Board Meeting, agenda, notes on agenda were circulated with shorter period, Board of Directors have consented for shorter period of circulation of the same as required.

Based on the information provided by the Company, its officers and authorised representatives during the conduct of our audit and also on the review of representation provided by the Officers, Company Secretary and Directors

of the Company, in our opinion adequate systems, processes and control mechanism exist in the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines as mentioned above.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has carried out following specific events having bearing on the Company's affairs:

- i. Withdrawal of the demerger petition filed before the NCLT, Mumbai Bench, for the proposed demerger of Sahyadri Karad Hospitals Private Limited into Sahyadri Hospitals Private Limited, pursuant to which the NCLT passed an order on May 28, 2025.
- ii. Acquisition of 5 (five) Class B Shares of Saideep Healthcare and Research Private Limited from 1000234986 Ontario Inc.
- iii. Re-classification of the Class B Shares of the Company into Ordinary [Equity] Shares.
- iv. Alteration of the Memorandum of Association and Articles of Association of the Company.
- v. Change in the shareholding pattern of the Company pursuant to a Share Purchase Agreement, resulting in the Company becoming a Deemed Public Company with effect from December 24, 2025.
- vi. Filing of an application with the Reserve Bank of India for compounding under FEMA in relation to a delay in filing Form DI.

For **Prajat Tungare & Associates**

Company Secretaries
FRN P2001MH10200
PRN 7400/2025

CS Vishal Patil

Partner

FCS: 10898

CP No: 9532

Date: August 19, 2026

Place: Pune

UDIN: F009532H001158009

Disclaimer: This report is issued on the basis of the information, data & explanations given by the Directors, Company Secretary, officers & Auditor(s) of the Company.

The views expressed and conclusions made in the above report are exclusively based on the facts informed by the Management and the same is matter of our personal opinion, which is based on our understanding of the facts, provided to us, and on the basis of our knowledge & understanding of the law and its interpretation possessed by us having regard to the said information submitted to us. We do not take any responsibility in case the facts informed to us vary.



ANNEXURE 3 (CONTD.)

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY
COMPANY SECRETARY IN PRACTICE FOR 2025-26**

To,
The Members,
Sahyadri Hospitals Private Limited
Pune MH

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Prajot Tungare & Associates**

Company Secretaries

FRN P2001MH10200

PRN 7400/2025

CS Vishal Patil

Partner

FCS: 10898

CP No: 9532

UDIN: F009532H001158009

Date: August 19, 2026

Place: Pune

ANNEXURE 4

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

- Details of contracts or arrangements or transactions not at arm's length basis – There were no contracts or arrangements or transactions entered into by the Company with related parties during the year ended March 31, 2026 which were not at arm's length basis.
- Details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2026 are as below:

(₹ in Crores)

Sl. No.	CIN/FCRN/LLPIN/PAN /Passport/Any other registration No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Monetary Value	Date(s) of approval by the Board	Amount paid as advances, if any
1	U74140KA2003PTC031984	MEMG International India Private Limited - Dr. Ranjan Ramdas Pai – Common Director	Availing or rendering of any services	Perpetual	Grant of an absolute, unfettered, unrestricted and unconditional right and license to use and exploit the "M" Logo ("Brand") by itself or through its Group Entities solely in relation to, for the purposes of and in connection with the Business (comprising the Hospital Business and the Healthcare Services Business, each as defined in the A&R BLA) on an exclusive, sub-licensable (in the ordinary course of the Business) and perpetual basis throughout the Territory (as defined in the A&R BLA) The Consideration is in the form of a one-time capitalisation fee based on the value of the "M" Logo ("Brand") as determined by the Registered Valuer in the valuation report. The Company shall settle such Consideration by way of issue and allotment of up to 2,38,20,811 Equity Shares of face value of ₹ 2/- (Rupees Two only) each to the Licensor as set out under the Statement of Consideration.	1650	March 04, 2026	-



ANNEXURE 4 (CONTD.)

(₹ in Crores)

Sl. No.	CIN/FCRN/LLPIN/PAN /Passport/Any other registration No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Monetary Value	Date(s) of approval by the Board	Amount paid as advances, if any
2	U86100KA1999PTC024701	Manipal Health Systems Private Limited - Common Director: Dr. Ranjan Ramdas Pai	Purchase of Property	One time	Purchase of vacant land located behind Manipal Hospital Old Airport Road. Consideration is determined basis independent valuer's certificate of property. Certain legal diligence findings are proposed to be covered by way of indemnities from the seller	186.7	March 04, 2026	-

For and on behalf of Board of Directors of Manipal Health Enterprises Limited

(formerly Manipal Health Enterprises Private Limited)

Place: Bengaluru
Date: August 20, 2026

Dilip Jose
Managing Director & CEO
DIN: 03591692

Dr. Hebri Sudarshan Ballal
Chairperson and Non Executive Director
DIN: 01195055

ANNEXURE 5

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. Brief outline on CSR policy of the Company

Company's CSR policy

As an integral part of its commitment to creating sustainable social impact, the Company's CSR Policy focuses on promoting education, vocational skill development and livelihood enhancement; advancing gender equality and empowering women; supporting the welfare of children, senior citizens, persons with disabilities, and other socially and economically disadvantaged sections of society; fostering environmental sustainability, conservation of natural resources, and ecological balance; encouraging rural, national, paralympic and Olympic sports; and contributing to rural development initiatives. Through these initiatives, the Company seeks to create inclusive opportunities, improve the quality of life of underserved communities, and contribute to sustainable and equitable development.

Our Corporate Social Responsibility (CSR) efforts have been primarily carried out by the Manipal Foundation, a charitable arm of the Manipal Group which formed in 2002. Dr. T.M.A Pai, the founder and philanthropic spirit behind the Manipal Group, channelised his energies to create wealth of a different kind, touching lives of people by making an effort to empower them. This empowerment, he believed was possible by improving areas of Healthcare, Education, Vocational Skill Training and Woman Empowerment. Manipal Foundation has been providing funding support for social initiatives since its inception. Over the years the impact of the Foundation's support has touched thousands of lives in Healthcare, Education, Livelihood activities and Women Empowerment.

The Company identifies and supports initiatives in the areas of education and vocational skill development, livelihood enhancement, women empowerment, environmental sustainability, rural development, sports promotion, and the welfare of children, senior citizens, persons with disabilities, and other socially and economically disadvantaged communities.

Through these interventions, the Company seeks to build sustainable capacities, promote self-reliance among beneficiaries, and create long-term, inclusive socio-economic impact across the communities it serves.

We especially believe in linking our employee volunteering initiatives with our CSR endeavors to ensure that our organisational responsibility initiatives and individual convictions are well integrated. We are also keen to include learning and appreciation of social sensitivity into our social responsibility as this is the foundation of our culture.

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. The CSR projects carried out in 2025-26 promote education of underprivileged children, construction of sanitation facilities in rural schools, project related to environmental sustainability etc. have benefited the communities across the country. The Company has adopted and taken note of amendments in CSR Regulations. Necessary action plan was also approved by the Company. Details of the CSR policy and projects or programs undertaken by the Company are provided below.

Endorse education & healthcare and support in infrastructure projects

To create necessary infrastructure and resources to enable promotion of primary education among children and promoting health care including preventive healthcare.

Social impact projects

To collaborate with communities to provide innovative off-grid solutions to improve access to electricity in the country, especially in rural areas for its development.

Support Environment projects

To actively support projects that help in the sustainable development of the environment. All other areas/ activities as may be prescribed under Schedule VII of the Act or the Rules, as amended from time to time.

2. Composition of the CSR Committee

Sl. No.	Name of Member	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Hebri Sudarshan Ballal (Chairman and Non -Executive Director)	Chairman	1	1
2	Vinesh Kumar Jairath (Non-Executive Independent Director)	Member	1	1
3	Ved Kalanoria (Non-Executive Director)*	Member	1	1



ANNEXURE 5 (CONTD.)

3. The details of composition of the CSR committee, CSR Policy and CSR projects duly approved by the board are available on the Company's website: <https://www.manipalhospitals.com/assets/pdf/CSR-Policy.pdf>
4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable.
5. (a) Average net profit of the Company as per section 135(5): ₹ 4,65,72,95,000/-
 (b) 2% of the Average Net Profit: ₹ 9,31,46,000/-
 (c) Surplus arising out of the CSR projects or programme or activities of the previous financial years: Nil
 (d) Amount required to be set off for the financial year, if any: Nil
 (e) Total CSR obligation for the financial year 2025-26 (5b+5c-5d): ₹ 9,31,46,000/-
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 9,31,46,000/-
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: NA.
 (d) Total amount spent for the Financial Year: ₹ 9,31,46,000/-
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 9,31,46,000	-	-	-	-	-

- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in Million)
(i)	Two percent of average net profit of the Company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year 2025-26	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial Years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year(s)*	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	2024-25	-	-	-	-	-	-	-
2	2023-24	-	-	-	-	-	-	-
3	2022-23	-	-	-	-	-	-	-

ANNEXURE 5 (CONTD.)

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
If yes, enter the number of Capital assets created/acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s) if the Company has failed to spend two percent of the average net profit as per section 135(5) – Not Applicable

For and on behalf of Board of Directors of Manipal Health Enterprises Limited
(formerly Manipal Health Enterprises Private Limited)

Place: Bengaluru
Date: August 20, 2026

Dilip Jose
Managing Director & CEO
DIN: 03591692

Dr. Hebri Sudarshan Ballal
Chairman & Non-Executive Director
DIN: 01195055



ANNEXURE 6

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance envisages fairness, transparency, professionalism, accountability, reliability, credibility, and equity in all facets of its operation and its interaction with its stakeholders.

Company's governance practices reflect values, and its Code of Conduct provides a necessary framework in running the business with the highest standards, enabling the Company to fulfil its legal, financial, and ethical objectives

towards its stakeholders. The Company has adopted a Code of Conduct for its Directors, Key Managerial Personnel and members of Senior Management, which encompasses an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. The Company discloses information regarding its financial position, performance and other vital matters with fairness and transparency in a timely manner, keeping in mind the regulatory requirements applicable to the Company.

I. BOARD OF DIRECTORS

(A) Composition of the Board and Category of Directors ("Board")

The composition of the Board of Directors of the Company is governed by the provisions of the Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), wherever applicable and as amended from time to time.

The composition of the Board, directorship and Committee positions as on March 31, 2026, is as under:

Composition of the Board of Directors									
Name of Director	Category	Share- holding	Attendance Particulars			No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2026			Directorships in other listed entity (category of directorship)
			Number of Board Meetings		Last AGM	Number of Directorship(s) held in Public Companies including this company (i)**	Committee membership(s) held in Indian Public Limited Companies including this company (ii)**	Committee Chairmanships held in Indian Public Limited Companies including this company (ii)	
			Held	Attended					
Dr. Hebri Sudarshan Ballal	Chairman and Non-Executive Director	Nil	8	7	Yes	11	Nil	Nil	1. Manipal Hospitals Private Limited - Non-Executive and Non-Independent Director
Mr. Dilip Jose	Managing Director and CEO	Nil	8	6	Yes	2	Nil	Nil	Nil
Dr. Ranjan Ramdas Pai	Non-Executive Director	21,80,790	8	8	Yes	4	1	1	1. United Breweries Limited - Non-Executive - Independent Director 2. Dr. Agarwal's Health Care Limited - Non-Executive - Independent Director
Mr. Ravi Lambah	Non-Executive Director	Nil	8	5	Yes	1	Nil	Nil	Nil
Mr. Ved Kalanoria	Non-Executive Director	Nil	8	7	Yes	2	2	0	Nil

ANNEXURE 6 (CONTD.)

Composition of the Board of Directors									
Name of Director	Category	Share- holding	Attendance Particulars		Last AGM	No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2026			Directorships in other listed entity (category of directorship)
			Number of Board Meetings			Number of Directorship(s) held in Public Companies including this company (i)**	Committee membership(s) held in Indian Public Limited Companies including this company (ii)**	Committee Chairmanships held in Indian Public Limited Companies including this company (ii)	
			Held	Attended					
Mr. Puneet Bhatia	Non-Executive Director	Nil	8	7	Yes	4	Nil	Nil	1. Havells India Limited - Non- Executive - Non Independent Director
Mr. Vinesh Kumar Jairath	Non-Executive Independent Director	Nil	2	2	NA	6	3	3	1. Wockhardt Limited - Non-Executive - Independent Director 2. Kirloskar Industries Limited - Non- Executive - Non Independent Director 3. Kirloskar Oil Engines Limited - Non-Executive - Non Independent Director 4. Manipal Hospitals Private Limited - Non-Executive - Independent Director
Mr. Subramaniam Somasundaram	Non-Executive Independent Director	Nil	2	2	NA	7	8	5	1. Teamlease Services Limited - Non-Executive - Independent Director 2. Honasa Consumer Limited - Non- Executive - Independent Director 3. United Breweries Limited - Non- Executive - Independent Director



ANNEXURE 6 (CONTD.)

Composition of the Board of Directors									
Name of Director	Category	Share- holding	Attendance Particulars			No. of Directorships and committee memberships/Chairmanships in Indian Companies as on March 31, 2026			Directorships in other listed entity (category of directorship)
			Number of Board Meetings		Last AGM	Number of Directorship(s) held in Public Companies including this company (i)**	Committee membership(s) held in Indian Public Limited Companies including this company (ii)**	Committee Chairmanships held in Indian Public Limited Companies including this company (ii)	
			Held	Attended					
Mrs. Revathy Ashok	Non-Executive Independent Director	Nil	2	2	NA	6	8	5	1. AstraZeneca Pharma India Limited - Non-Executive - Independent Director 2. United Foodbrands Limited - Non-Executive - Independent Director 3. 360 One WAM Limited - Non-Executive Independent Director 4. Digitide Solutions Limited - Non-Executive - Independent Director 5. 360 One Prime Limited - Non-Executive - Independent Director 6. Sansera Engineering Limited - Non-Executive Independent Director

****Note:**

- Mr. Vinesh Kumar Jairath, Mr. Subramaniam Somasundaram, and Ms. Revathy Ashok were appointed as Independent Director in the Company with effect from February 18, 2026. The details of the changes in the composition of the Board of Directors during the year under review are provided in the Board's Report.
- Excludes Directorship in private limited companies, foreign companies and Section 8 Companies.
- Includes only Audit & Stakeholders' Relationship Committees. Please note that under the heading "Number of memberships in Audit/Stakeholder Committee(s) including this listed entity", the details provided for the membership count includes the count in which the director is a Chairman of a Committee, as per FAQs issued by NSE.
- None of the Directors are inter-se related to each other.
- None of the Directors is a member of more than ten (10) Committees or Chairperson of more than five (5) Committees across all Public Limited Companies based on confirmation received from the directors.

ANNEXURE 6 (CONTD.)

Core Skills/Expertise/Competencies Available with the Board

The Board of Directors has identified the following skills/expertise/competencies with reference to its business and industry that are fundamental for the effective functioning of the Company:

Core skills/Expertise/Competence	Dr. Hebri Sudarshan Ballal	Mr. Dilip Jose	Dr. Ranjan Ramdas Pai	Mr. Ravi Lambah	Mr. Ved Kalanoria	Mr. Puneet Bhatia	Mr. Vinesh Kumar Jairath	Mr. Subramaniam Somasundaram	Mrs. Revathy Ashok
Healthcare Industry	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategic thinking, Planning and Management	✓	✓	✓	✓	✓	✓	✓	✓	✓
Entrepreneurial and Leadership skills	✓	✓	✓	✓	✓	✓	✓	✓	✓
Business Development	✓	✓	✓	✓	✓	✓	✓	✓	✓
Accounting, Legal and Financial Management expertise	✓	✓	✓	✓	✓	✓	✓	✓	✓

The directors so appointed are from diverse backgrounds and possess special skills with regard to the industries/fields from where they come.

(B) Independent Directors

Please refer to the Board's Report, which contains detailed disclosures received from the Independent Directors pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Companies Act, 2013 ("the Act").

The letter of appointment, setting out the terms and conditions of appointment, as well as the roles, duties, and liabilities of the Independent Directors, is available on the Company's website.

Board Meetings Procedures

The Board of Directors of the Company meets at regular intervals to review the Company's business performance, strategic priorities, financial results, governance matters, risk management framework, compliance updates and other matters requiring the attention or approval of the Board. Meetings of the Board are scheduled in a manner that enables effective participation by the Directors and ensures that the Board is able to discharge its responsibilities in a timely and informed manner.

The Board meetings are governed by a structured agenda. The agenda along with the detailed explanatory notes, presentations and supporting material are circulated to the members of the Board in advance before each meeting to facilitate effective decision making. The Board members are also apprised on a regular basis, by the Chairman & Non-Executive Director the overall performance of the Company and key developments and achievements.

The Board has complete access to any information within the Company and they are updated about their roles and responsibilities in the Company.

The proceedings of each of the meetings of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 including Secretarial Standards as applicable and the Companies (Meetings of the Board and its Powers) Rules, 2014.

During the Financial Year 2025-26, 8 (Eight) Board meetings of the Company were held as follows:

Name of the Director	May 28, 2025	June 20, 2025	July 03, 2025	July 09, 2025	August 13, 2025	November 25, 2025	March 04, 2026	March 23, 2026
Mr. Dilip Jose	Y	Y	Y	Y	Y	Y	Y	Y
Mr. Ranjan Ramdas Pai	Y	Y	Y	Y	Y	Y	Y	Y
Mr. Hebri Sudarshan Ballal	Y	Y	N	Y	Y	Y	Y	Y
Mr. Puneet Bhatia	Y	Y	Y	Y	Y	Y	Y	Y
Mr. N Kumar	Y	Y	Y	Y	Y	Y	NA	NA



ANNEXURE 6 (CONTD.)

Name of the Director	May 28, 2025	June 20, 2025	July 03, 2025	July 09, 2025	August 13, 2025	November 25, 2025	March 04, 2026	March 23, 2026
Mr. Vaitheeswaran S	Y	Y	Y	Y	Y	Y	NA	NA
Mr. Kai Nargolwala	N	Y	Y	Y	Y	Y	NA	NA
Ms. Varini Sharma	Y	Y	Y	Y	N	Y	N	NA
Mr. Syed Fidah Bin Ismail Alsagoff	Y	NA	NA	NA	NA	NA	NA	NA
Mr. Subramaniam Somasundaram	NA	NA	NA	NA	NA	NA	Y	Y
Ms. Ashok Revathy	NA	NA	NA	NA	NA	NA	Y	Y
Mr. Vinesh Kumar Jairath	NA	NA	NA	NA	NA	NA	Y	Y
Mr. Ravi Mahinder Lambah	Y	Y	Y	N	Y	N	Y	N
Mr. Ved Prakash Kalanoria	Y	Y	Y	Y	N	Y	Y	Y

Note:

- Y** denotes Presence, **N** denotes Absence and **NA** denotes Not Applicable
- Mr. N Kumar, Mr. Kai Nargolwala, Mr. Vaitheeswaran S, Ms. Varini Sharma, and Mr. Syed Fidah Bin Ismail Alsagoff ceased to be Directors of the Company with effect from January 21, 2026, January 16, 2026, January 23, 2026, March 18, 2026, and June 13, 2025 respectively.

Familiarisation Programmes

Current Executive Directors and Senior Management provide an overview of operations and familiarise the new Directors on matters related to the vision and values of the Company. The Board members are provided business update comprising of Company's performance viz a vis its competitors, industry trends etc. as part of each quarterly meetings.

As on March 31, 2026 as the Company was an unlisted public Company and Independent Directors were appointed with effect from February 18, 2026, any formal familiarisation program was not required to be carried out during the year under review.

Independent Directors' Meeting

As the Independent Directors were appointed with effect from February 18, 2026, a separate meeting of Independent Directors was not held during the financial year under review.

Performance Evaluation

The Performance Evaluation criteria is as provided in the Boards' Report which forms an integral part of the Annual report.

Code of Conduct

The Company has stipulated a Code of Conduct for all Directors, Key Managerial Personnel and members of Senior Management of the Company ("the Code"). The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been placed on the Company's website: <https://www.manipalhospitals.com/assets/pdf/Code-of-Conduct-for-Board-KMP-and-SMP.pdf>

The Code has been circulated to the Directors, Key Managerial Personnel and members of Senior Management of the Company, and its compliance is affirmed by them for the financial year ended on March 31, 2026. A declaration signed by the Chairman & Non-Executive Director of the Company is published in this Report.

II. COMMITTEES OF THE BOARD

The Company has has Six (6) committees of the Board namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee as per the Act, and Listing Regulations and Executive Committee.

The proceedings of the meetings are captured in the same manner as the Board meeting. The minutes of the Committee meetings were tabled at the Board meeting and the members of the Board are briefed on the important discussions and deliberations by the Chairperson of each Committee.

Audit Committee

The Audit Committee of the Company was re-constituted by the Board of Directors on February 18, 2026, as per the provisions of Regulation 18 of Listing Regulations and Section 177 of the Act, including amendments. All the members of the Audit Committee are financially literate and have sound accounting and related financial management expertise. The Company Secretary acts as secretary to the Audit Committee.

The composition of the Committee as on March 31, 2026 is as provided below:

ANNEXURE 6 (CONTD.)

Sl. Nos.	Name of the Member	Designation	Category
1	Mr. Vinesh Kumar Jairath	Non-Executive Independent Director	Chairman
2	Mr. Subramaniam Somasundaram	Non-Executive Independent Director	Member
3	Mr. Ved Kalanoria	Non-Executive Director	Member

During the financial year under review, the Audit Committee of the Company met 5 (Five) times, as per the details provided below:

Name of the Member	May 28, 2025	August 13, 2025	November 25, 2025	March 04, 2026	March 23, 2026
Mr. Puneet Bhatia	Y	Y	Y	NA	NA
Mr. N Kumar	Y	Y	Y	NA	NA
Mr. Vaitheeswaran S	Y	Y	Y	NA	NA
Mr. Kai Nargolwala	N	Y	Y	NA	NA
Mr. Vinesh Kumar Jairath	NA	NA	NA	Y	Y
Mr. Subramaniam Somasundaram	NA	NA	NA	Y	Y
Mr. Ved Kalanoria	Y	N	N	Y	Y

Note:

1. **Y** denotes Presence, **N** denotes Absence and **NA** denotes Not Applicable.
2. Mr. N Kumar, Mr. Kai Nargolwala, and Mr. Vaitheeswaran S ceased to be a Director of the Company (and members of the Committees) with effect from January 21, 2026, January 16, 2026, and January 23, 2026 respectively.
3. Further Mr. Vinesh Kumar Jairath, and Mr. Subramaniam Somasundaram were appointed on the Board with effect from February 18, 2026 and accordingly the Audit Committee was reconstituted.

Terms of reference:

The terms of reference of the Audit Committee are in line with Section 177 of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at Website Link <https://www.manipalhospitals.com/ipo-disclosures/corporate-governance#board-board-committee>

Nomination and Remuneration Committee

The Company has re-named its existing compensation committee as Nomination and Remuneration Committee and re-constituted the same on February 18, 2026. All the members of the Committee are Non-Executive Directors including two (2) Independent Directors. The Company Secretary acts as secretary to the Nomination and Remuneration Committee.

The composition of the Nomination and Remuneration Committee as on March 31, 2026 is as provided below:

Sl. Nos.	Name of Member	Designation	Category
1	Mr. Subramaniam Somasundaram	Non-Executive Independent Director	Chairman
2.	Mr. Vinesh Kumar Jairath	Non-Executive Independent Director	Member
3.	Dr. Ranjan Ramdas Pai	Non-Executive Director	Member

During the financial year under review, the renamed and re-constituted Nomination and Remuneration Committee of the Company met one (1) time on March 04, 2026, and all the members of the committee were present at the said meeting.

Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee are in line with Section 178 of the Act and the Listing Regulations, including amendments, if any and the same are available on the website of the Company at Website Link <https://www.manipalhospitals.com/ipo-disclosures/corporate-governance#board-board-committee>.

Remuneration Policy

The Company has in place a Nomination and Remuneration Policy in accordance with the provisions of the Act and the Listing Regulations. The Policy lays down the criteria for appointment, remuneration and evaluation of Directors, Key Managerial Personnel and Senior Management Personnel, including criteria for determining qualifications, positive attributes, integrity, expertise, experience, diversity and independence of Directors.

During the financial year under review, the Company has also adopted a Board Diversity Policy to promote an appropriate balance of skills, experience, gender,



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knowledge and backgrounds on the Board. The Policy aims to ensure that the Board comprises individuals with diverse perspectives and expertise, enabling effective oversight of the Company's business, strategic direction and governance while aligning with applicable regulatory requirements and corporate governance best practices.

The Nomination and Remuneration Policy is available on the website of the Company at <https://www.manipalhospitals.com/assets/pdf/Nomination-and-Remuneration-Policy.pdf>

Remuneration of Directors:

The Directors have no pecuniary relationship with the Company other than receiving remuneration approved by the Company. Independent directors are entitled to sitting fees as approved by the shareholders.

The remuneration payable to the Directors and Senior Management Personnels including KMP are structured as fixed and variable components as per the Company's Policy available at the website of the Company - <https://www.manipalhospitals.com/assets/pdf/Nomination-and-Remuneration-Policy.pdf>

Details of Remuneration paid for the 2025-26:

Managing Director & CEO:

S. Nos.	Name	Amount (₹ in Crores)
1	Mr. Dilip Jose	6.62

Further, he is entitled to a total cost to company of up to ₹ 7 Crores as approved by our Board, in their meeting held on March 04, 2026.

Non-Executive Non-Independent Directors:

Our Non-Executive Directors, Dr. Ranjan Ramdas Pai, Mr. Puneet Bhatia, Mr. Ved Kalanoria, Mr. Ravi Lambah and our Chairman and Non-Executive Director, Dr. Hebri Sudarshan Ballal are not entitled to any remuneration in capacity of Directors. Accordingly, no remuneration was paid to them in the Financial Year 2025-26.

Further, our Chairman and Non-Executive Director, Dr. Hebri Sudarshan Ballal is also the consultant at the nephrology department of Manipal Hospital, Old Airport Road and he has received gross professional fees of ₹ 5.44 Crores against services rendered by him in Financial Year 2025-26. Further, Dr. Hebri Sudarshan Ballal has also received ₹ 5.00 Crores as one time discretionary professional fees for Financial Year 2026-27.

Non-Executive Independent Director:

S. Nos.	Name	Sitting Fee (₹ in Crores)	Commission (₹ in Crores)
1	Mrs. Revathy Ashok	0.02	Nil
2	Mr. Subramaniam Somasundaram	0.04	Nil
3	Mr. Vinesh Kumar Jairath	0.04	Nil

Stakeholders' Relationship Committee (SRC)

The Stakeholders' Relationship Committee of the Company was constituted by the Board of Directors on February 18, 2026, in line with the provisions of Regulation 20 of Listing Regulations and Section 178(5) the Act. The Committee looks into shareholders'/investors' grievances including any other matters as may be decided by SRC.

The requirement to hold the meeting of Stakeholders Relationship Committee was not applicable for 2025-26.

Name and Designation of the Compliance Officer

Mr. Sathish K R, General Counsel and Company Secretary is the Compliance Officer of the Company.

Composition of SRC:

S. Nos.	Name of Member	Category	Designation
1	Dr. Ranjan Ramdas Pai	Non-Executive Director	Chairman
2	Revathy Ashok	Non-Executive Independent Director	Member
3	Ved Kalanoria	Non-Executive Director	Member

Terms of reference:

The terms of reference of the SRC are in line with Section 178(5) of the Act and the Listing Regulations, including amendments and the same are available on the website of the Company at Website Link <https://www.manipalhospitals.com/ipo-disclosures/corporate-governance#board-board-committee>.

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Details of Shareholders/Investors' Complaints:

The status of the shareholders' complaints received during the Financial Year 2025-26 are as follows:

Particulars/Nature of complaints	Pending as on April 01, 2025	Received during the year	Disposed off during the year	Pending as of March 31, 2026
0	0	0	0	0

The Company has obtained authentication on SEBI SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 to address and resolve redressal of investor grievances through SCORES.

Risk Management Committee (RMC)

The Risk Management Committee of the Company was constituted by the Board of Directors on February 18, 2026, in line with the provisions of Regulation 21 of Listing Regulations.

The requirement to hold the meeting of Risk Management Committee was not applicable for 2025-26.

Composition and Attendance of RMC:

Sl. Nos.	Name of Member	Designation	Category
1	Mr. Ravi Lambah	Non-Executive Director	Chairman
2	Mrs. Revathy Ashok	Non-Executive Independent Director	Member
3	Mr. Puneet Bhatia	Non-Executive Director	Member

Terms of reference:

The terms of reference of the Risk Management Committee are in line with the Listing Regulations, including amendments, if any and the same are available on the website of the Company at Website Link <https://www.manipalhospitals.com/ipo-disclosures/corporate-governance#board-board-committee>

Corporate Social Responsibility Committee (CSR)

The Company has a duly re-constituted Corporate Social Responsibility (CSR) Committee on February 18, 2026, as per the provisions of section 135 of the Companies Act, 2013 and the Rules made thereunder.

Composition and Attendance of CSR:

S. Nos.	Name of Member	Designation	Category
1	Dr. Hebri Sudarshan Ballal	Chairman and Non -Executive Director	Chairman
2	Mr. Vinesh Kumar Jairath	Non-Executive Independent Director	Member
3	Mr. Ved Kalanoria	Non-Executive Director	Member

During the financial year under review one (1) CSR meeting was held on March 04, 2026 and all the members of the committee were present at the said meeting.

Terms of reference:

The terms of reference of the CSR are in line with Section 135 of the Act including applicable rules, if any and the same are available on the website of the Company at Website Link <https://www.manipalhospitals.com/ipo-disclosures/corporate-governance#board-board-committee>

Senior Management:

The Senior Management of the Company including KMPs as on March 31, 2026, includes the following, as identified by the Board of Directors pursuant to filing of Draft Red Herring Prospectus with the SEBI and Stock exchanges:

- Mr. Dilip Jose, Managing Director and Chief Executive Officer
- Mr. Sameer Agarwal, Chief Financial Officer
- Mr. Karthik Rajagopal, Chief Operating Officer
- Mr. Sathish K R, General Counsel and Company Secretary
- Mr. Partha Pratim Das, Chief People Officer
- Mr. Sojwal Vora, Chief Supply Chain Officer
- Mr. Nandkishor Dhomne, Chief Information Officer
- Mr. B Sreeram, Associate Vice President
- Dr. Sudhakar Kantipudi, Head -KMC Hospital, Attavar and Manipal Hospital, Kateel & Cluster Chief Operating Officer

There were no other changes in the Senior Management during 2025-26, except those mentioned above.



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III. SUBSIDIARY COMPANIES

The details of the Subsidiary Companies are mentioned in Form AOC-1, which forms an integral part of the Annual Report. Further, the Company has the following three (3) material unlisted Indian Subsidiary as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Company	Date of incorporation	Place of incorporation	Name of Statutory Auditors	Date of appointment of Statutory Auditors
Manipal Hospitals Private Limited	December 22, 2003	Bengaluru	B S R & Co. LLP Chartered Accountants	November 29, 2021
Manipal Hospitals (East) India Private Limited	April 14, 1986	Kolkata		June 28, 2024
Sahyadri Hospitals Private Limited	May 14, 1996	Pune		November 12, 2025

A policy for determining "material subsidiaries" is available on the website of the Company at: <https://www.manipalhospitals.com/assets/pdf/Policy-for-Determining-Material-Subsidiary.pdf>

IV. DISCLOSURES

(A) Basis of related party transactions

Transactions with the Related Parties, as per the requirements of Indian Accounting Standard (Ind AS), Act and Listing regulations are disclosed in the notes to accounts to the Financial Statements. The policy on material related party transactions is available on the website of the Company at: <https://www.manipalhospitals.com/assets/pdf/Policy-on-RPT.pdf>

(B) Disclosure of accounting treatment

The Company has not followed any differential treatment from that prescribed under Accounting Standards for the preparation of Financial Statements during the year under review.

(C) Board disclosures – Risk management

The Company has laid down systems to inform Audit Committee and the Board about the risk assessment and minimisation procedures. The risks and Company's mitigation strategies are discussed and reviewed by the Board of Directors to ensure effective controls.

(D) Code of Conduct

The Board of Directors has approved a policy relating to Code of Conduct for its Board Members and Senior Management as required under Regulation 17 (5) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the same is available on the Company's website at: <https://www.manipalhospitals.com/assets/pdf/Code-of-Conduct-for-Board-KMP-and-SMP.pdf>.

(E) Sexual Harassment of Women at Workplace

The Company has in place a Prevention of Sexual Harassment Policy and an Internal Complaints Committee as per the requirements of Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

The details of the complaint are provided in the Board's Report.

(F) Means of Communication:

The means of communication for the financial year ended March 31, 2026, was not applicable to the Company, as the Company was not listed during the said period.

(G) Details of Non-Compliance with respect to Capital Markets and penalties

During the financial year ended March 31, 2026, there were no Non-Compliance with respect to Capital Markets and penalties, as the Company was not listed during the said period.

(H) Discretionary requirements (Schedule II Part E of the SEBI Listing Regulations)

The Company strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of SEBI Listing Regulations, to the extent applicable:

- The Company has appointed a Non-executive Director as Chairperson of the Board who is not related to the Executive Directors and Chief Executive Officer

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- ii. The Company has appointed Ms. Revathy Ashok as a Woman Independent Director on its Board of Directors.
- iii. The Company's financial statements have unmodified audit opinion.
- iv. The Board of Directors of the Company has constituted the Risk Management Committee with the composition, roles and responsibilities as specified under Regulation 21 of the SEBI Listing Regulations, 2015.
- v. Internal auditors of the Company report directly to the Audit Committee.

(I) Vigil Mechanism/Whistle-blower Policy

The Company has adopted Whistle – blower Policy and has established necessary Vigil mechanism in line with Regulation 22 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and the Companies Act, 2013, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The said policy is available on the Company's website.

(J) Corporate Governance

The certification under Regulation 34 read with Schedule V of the Listing Regulations for the financial year ended March 31, 2026, was not applicable to the Company, as the Company was not listed during the said period.

(K) CEO/CFO Certification

The certification under Regulation 17(8) of the Listing Regulations for the financial year ended March 31, 2026, was not applicable to the Company, as the Company was not listed during the said period.

(L) Instance during 2025-26 when the Board did not accept any recommendation of any Committee of the Board

There were no such instances where the Board did not accept any recommendations of any of its committees.

(M) Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy pursuant to Regulation 43A of the Listing Regulations and the said policy is available on the Company's website at <https://www.manipalhospitals.com/assets/pdf/Dividend-Distribution-Policy.pdf>

(N) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the listed entity at large.

The Company has complied with the disclosure requirement in compliance with the Accounting Standards on "Related Party Disclosures".

Your Directors wish to draw the attention of the members to the Notes to the financial statements which sets out related party disclosures.

During the year under review, there were no materially significant related party transactions entered into between the Company that may have potential conflict with the interest of the Company at large. The policy for dealing with the related party transactions, which has been approved by the Board, is available on the website of the Company at <https://www.manipalhospitals.com/assets/pdf/Policy-on-RPT.pdf>.

(O) Commodity price risks or foreign exchange risks and hedging activities

The Company is not exposed to any material foreign exchange risk. The Company is not exposed to material Commodity price risk and hence disclosure with respect to commodity hedging activities is not applicable.

(P) List of all credit ratings obtained by the Company along with any revisions thereto, for all debt instruments of the Company or any fixed deposit program or any scheme or proposal of the Company involving mobilisation of funds, whether in India or Abroad

During the financial year under review, the Company has obtained the following credit ratings:

Rating Agency	Rating	Instrument/ Facility
India Ratings and Research	IND AA/Positive	Long-Term Issuer Rating
India Ratings and Research	IND AA/Positive/ IND A1+	Bank loan facilities

(Q) Certificate from Practicing Company Secretary

The certification pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI of the Listing Regulations for the financial year ended March 31, 2026, was not applicable to the Company, as the Company was not listed during the said period.

(R) Fees paid to Statutory Auditors –

The following are the fees paid to Statutory Auditors for 2025-26 for the Company and its subsidiaries:

Type of services	Amount (In Crores)
Audit fees	7.19
Limited review	0.94
Reimbursement of Expenses	0.44
Total	8.57



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(S) Particulars of Loans and advances in the nature of loans to firms/companies in which directors are interested for the FY 2025-26 forms part of the Notes to the Financial Statements.

(T) Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and all other mandatory provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent applicable.

(U) Disclosure of certain types of agreements binding the Company: N.A.

V. GENERAL BODY MEETINGS

Details in respect of the last three (3) Annual General Meetings of the Company are as mentioned below:

Financial Year	Date of AGM	Venue	Time	Special Resolutions items
2023-24	July 19, 2023	Registered Office (Held through VC)	11:00 AM	Nil
2024-25	June 28, 2024	Registered Office (Held through VC)	11:00 AM	Nil
2025-26	July 04, 2025	Registered Office (Held through VC)	11:00 AM	Nil

Details pertaining to the Extra-Ordinary General Meetings (EGMs) held by the Company during the last three (3) years are set out below:

Financial Year	Date of EGM	Venue	Time	Special Resolutions items
2023-24	July 14, 2023	Registered Office (Held through VC)	07:00 PM	1. To adopt amended and restated Articles of Association of the Company.
	February 02, 2024	Registered Office (Held through VC)	12:00 PM	Nil
2024-25	September 17, 2024	Registered Office (Held through VC)	11:00 AM	1. To approve amendment in Manipal Health Enterprises Employee Stock Option Plan, 2024. 2. To consider and approve the creation of security and/or providing of guarantee by the Company in connection with the facilities availed/to be availed by subsidiaries, in accordance with the provisions of section 185(2) of the Companies Act, 2013 3. To approve conversion of debt into equity as per section 62(3) of the Companies Act, 2013.
	March 12, 2025	Registered Office (Held through VC)	11:05 AM	1. To consider and approve placing of the inter-corporate deposit by the Company, in accordance with the provisions of Section 185(2) of the Companies Act, 2013
	March 25, 2025	Registered Office (Held through VC)	11:05 AM	1. To amend the articles of association of the Company. 2. To approve bonus issue of equity shares of the Company. 3. To approve the increase in authorised share capital of the Company and amend the capital clause in the Memorandum of Association
	March 25, 2025	Registered Office (Held through VC)	11:05 AM	1. To amend the articles of association of the Company. 2. To approve bonus issue of equity shares of the Company. 3. To approve the increase in authorised share capital of the Company and amend the capital clause in the Memorandum of Association
2025-26	July 04, 2025	Registered Office (Held through VC)	12:00 PM (adjourned at 4:00 PM)	Nil
	October 28, 2025	Registered Office (Held through VC)	11:00 AM	Nil

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Financial Year	Date of EGM	Venue	Time	Special Resolutions items
	November 20, 2025	Registered Office (Held through VC)	11:00 AM	- To approve conversion from private limited company to public limited Company. - To approve adoption of amended memorandum of association and articles of association pursuant to conversion.
	December 19, 2025	Registered Office (Held through VC)	11:00 AM	To approve related party transaction – purchase of land.
	March 10, 2026	Registered Office (Held through VC)	11:00 AM	- To offer, issue and allot equity shares on a preferential basis by way of private placement. - Raising of capital through an initial public offering of equity shares, including any pre-IPO placement, discount and reservation contemplated in the offer. - To approve investment limits from non-resident Indians and overseas citizens of India. - To approve the amendments to the Manipal Health Enterprises Employee Stock Option Plan 2024 ("ESOP 2024") in compliance with the SEBI SBEB & SE Regulations, 2021 - To approve extending the benefits of Manipal Health Enterprises Employee Stock Option Plan 2024 ("ESOP 2024") to the employees of subsidiary company(ies) of the Company and ratification of (a) the authority to grant options to the employees of subsidiary company(ies) and (b) the previous grants made to the employees of subsidiary company(ies) under ESOP 2024 - To appoint Ms. Revathy Ashok (DIN: 00057539) as an Independent Director of the Company. - To appoint Mr. Vinesh Kumar Jairath (DIN: 00391684) as an Independent Director of the Company. - To appoint Mr. Subramaniam Somasundaram (DIN: 01494407) as an Independent Director of the Company. - To approve appointment of Mr. Dilip Jose (DIN: 03591692), designated as managing director & chief executive officer of the Company. - To approve one-time exceptional, non-recurring cash payment to Mr. Dilip Jose, Managing Director and Chief Executive Officer of the Company.



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Financial Year	Date of EGM	Venue	Time	Special Resolutions items
	March 10, 2026	Registered Office (Held through VC)	11:00 AM	11. To approve adoption of restated Articles of Association of the Company. 12. To mortgage/hypothecate/pledge and/or create charge on the properties/assets of the Company as a security towards borrowings under section 180(1)(a) of the Companies act, 2013 13. To borrow in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013.

Special Resolution through Postal Ballot, including its procedure and the person who conducted the postal ballot exercise: Not applicable for financial year ended March 31, 2026.

Details of special resolution proposed to be conducted through postal ballot: Not applicable for financial year ended March 31, 2026.

VI. DETAILS OF UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).

Not applicable during the year under review.

VII. GENERAL SHAREHOLDER INFORMATION

1	Date of Incorporation	: February 15, 2010
2	Registration No./CIN No.	: U85110KA2010PLC052540
3	Registered Office/Address for Correspondence	: The Annexe, #98/2, Rustom Bagh, HAL Airport Road, Bengaluru – 560 017, Karnataka, India
4	Date, Time and Venue of 16 th AGM	: Tuesday, September 29, 2026 at 11:00 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM).
5	Book Closure Dates	: NA
6	Dividend Payment Date	: NA
7	Financial Year	: Financial year covers the period from April 01, 2025, to March 31, 2026
8	Financial Calendar for 2026-27 (Tentative and subject to change)	Q1 : August 20, 2026 Q2 : November 13, 2026 Q3 : February 11, 2027 Q4 : May 27, 2027
9	Listing on Stock Exchanges	: BSE Limited (BSE) Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai – 400051.
10	ISIN of the Company	: INE459N01021
11	Payment of Listing fee	: Paid for all the above stock exchanges for the year 2026-27.
12	Registrar & Transfer Agent	: KFin Technologies Limited
13	Dematerialisation of Equity Share of the Company as on March 31, 2026	: All the equity shares are in demat form
14	Unclaimed Equity Dividend	: NA
15	BSE Scrip Code	: 544847
14	NSE Symbol	: MANIPALHOS

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Share Transfer System including dematerialisation of shares and liquidity

Trading in equity shares of the Company through recognised stock exchanges is permitted only in dematerialised form.

Pursuant to amended in Regulation 40 of Listing Regulations with effect from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a Depository hence shares shall be transferred only through demat. However, investors are not barred from holding shares in physical form.

Further, the shareholders holding shares in demat form are requested to register their email address, bank account details and mobile number with their depository participants.

Shareholding Pattern of the Company as of March 31, 2026:

Sl. No.	Name of the Shareholders	Category	No. of Equity Shares	% Shareholding
1.	Dr. Ranjan Ramdas Pai	Promoter	21,80,790	0.18
2.	Manipal Global Health Services	Promoter	23,21,47,755	19.68
3.	Kangto Investments Pte. Ltd	Promoter	31,21,02,855	26.45
4.	Imperius Healthcare Investments Pte Ltd	Promoter	20,96,09,340	17.77
5.	Kabru Investments Pte. Ltd.	Promoter	6,82,34,415	5.78
6.	MEMG International India Private Limited	Promoter Group	2,38,20,811	2.02
7.	Manipal Education and Medical Group India Private Limited	Promoter Group	6,33,84,915	5.37
8.	Cypress Holdings	Promoter Group	4,91,72,520	4.17
9.	TPG SG Magazine Pte. Ltd.	Body Corporate	12,71,53,020	10.78
10.	Seventy Second Investment Company LLC	Body Corporate	4,32,54,210	3.67
11.	Ammar Sdn Bhd	Body Corporate	2,21,48,025	1.88
12.	Novo Holdings Invest Asia A/S	Body Corporate	1,44,39,405	1.22
13.	Phoenix Bear Investments, LLC	Body Corporate	1,20,32,835	1.02
14.	Ashu Singal	Individual	76,425	0.01
Total			1,17,97,57,321	100.00

Distribution Schedule as on March 31, 2026

Shares – Range	Number of Shareholders	Percentage of total shareholders	Total Shares for the Range	Percentage of issued capital
1 – 50,000	-	-	-	-
50,001 – 1,00,000	1	7.14	76,425	0.01
1,00,001 and above	13	92.86	1,17,96,80,896	99.99
Grand Total	14	100.00	1,17,97,57,321	100.00

Details of shares held in Suspense Account: Not Applicable

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Nil

Hospitals/Unit(s)/Location(s):

We operate a pan-India network of multispecialty hospitals delivering a comprehensive range of healthcare services—from outpatient services to complex tertiary and quaternary interventions. As of March 31, 2026, we operated 49 hospitals with 13,037 licensed beds across 14 states and union territories. We have the widest footprint in terms of presence of hospitals among private hospital chains in India as of March 31, 2026.

We are the only private hospital chain network in India to lead in three metro markets of Bengaluru (Karnataka), Kolkata (West Bengal) and Pune (Maharashtra) by bed capacity (5,376) as of March 31, 2026.

Address of Correspondence:

Mr. Sathish K R
General Counsel and Company Secretary
Manipal Health Enterprises Limited
Address- The Annexe, #98/2
Rustom Bagh
HAL Airport Road
Bengaluru – 560 017, Karnataka, India
Telephone Number: +91 80 4936 0300
Email: legalcs@manipalhospitals.com



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For transfer/dematerialisation of shares, change of address of members and other queries:

KFin Technologies Limited

Selenium Tower B, Plot No. 31 and 32
Financial District, Nanakramguda, Serilingampally
Hyderabad, Rangareddy – 500 032
Telangana, India

Telephone: +91 40 6716 2222/18003094001

Investor grievance email: einward.ris@kfintech.com

Website: www.kfintech.com

VIII. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and all other mandatory provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent applicable.

**For and On Behalf of Board of Directors
Manipal Health Enterprises Limited**

(formerly Manipal Health Enterprises Private Limited)

Dilip Jose

Place: Bengaluru
Date: August 20, 2026

Managing Director & CEO
DIN: 03591692

Dr. Hebri Sudarshan Ballal

Chairman & Non-executive Director
DIN: 01195055

**DECLARATION REGARDING COMPLIANCE ON THE COMPANY'S CODE OF CONDUCT OF
BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

I Dilip Jose, Managing Director & CEO hereby confirm that the Company has adopted a Code of Conduct ("Code") for its Board Members and Senior Management Personnels, and the Code is available on the Company's website: <https://www.manipalhospitals.com/assets/pdf/Code-of-Conduct-for-Board-KMP-and-SMP.pdf>

I, further confirm that the Company has, in respect of the financial year ended on March 31, 2026, received from its Board Members as well as Senior Management Personnels, a declaration of compliance with the Code of Conduct pursuant to Regulation 26(3) of the Listing Regulations.

**For and On Behalf of Board of Directors
Manipal Health Enterprises Limited**

(formerly Manipal Health Enterprises Private Limited)

Dilip Jose

Place: Bengaluru
Date: August 20, 2026

Managing Director & CEO
DIN: 03591692

INDEPENDENT AUDITOR'S REPORT

To the Members of

Manipal Health Enterprises Limited (formerly known as
Manipal Health Enterprises Private Limited)

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the standalone financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) (the "Company") which comprise the standalone balance sheet as at 31 March 2026, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

MANAGEMENT'S AND BOARD OF DIRECTORS RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone

financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due



INDEPENDENT AUDITOR'S REPORT (CONTD.)

to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may

reasonably be thought to bear on our independence, and where applicable, related safeguards.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its standalone financial statements - Refer Note 29 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. (i) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 42 (vi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 42 (vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The Company has neither declared nor paid any dividend during the year.
 - f. Based on our examination which included test checks, except for the instance mentioned below, the Company has used accounting softwares for maintaining its books of account which have a feature of audit trail (edit log), and the same has operated throughout the year for all relevant transactions recorded in the respective accounting software:
 - The feature of audit trail (edit log) facility was not enabled at the data base level to log any direct data changes in respective accounting softwares.
- Further, where audit trail (edit log) feature was enabled and operated during the year for the respective accounting software, we did not come across any instance of the audit trail (edit log) being tampered with. Additionally, where the audit trail (edit log) feature was enabled in the previous years, the audit trail (edit log) has been preserved by the Company as per the statutory requirements for record retention.



INDEPENDENT AUDITOR'S REPORT (CONTD.)

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with

the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

G Prakash

Partner

Place: Bangalore

Membership No.: 099696

Date: 15 July 2026

ICAI UDIN:26099696JRRCOM9772

ANNEXURE A to the Independent Auditor's Report on the Standalone Financial Statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) for the year ended 31 March 2026

(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (₹ in crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Leasehold Land	87.73	*Manipal Hospitals (Jaipur) Private Limited	No	Since 8 years	The property is transferred through NCLT order.

*During the financial year 2023-24, pursuant to the order of NCLT, Manipal Hospitals (Jaipur) Private Limited has merged with Manipal Hospitals (Dwarka) Private Limited. Refer Note 4 (a) of the standalone financial statements.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from bank on the basis of security of current assets, however as informed by management, no quarterly returns or statements are required to be filed by the Company with such bank.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in and granted unsecured loans to companies and other parties. The Company has provided guarantees and security to companies. The Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to firms, limited liability partnerships. Additionally, the Company has not granted any secured loans or advances in the nature of loans (secured or unsecured) to



ANNEXURE A (CONTD.)

companies or other parties, nor has it provided any guarantees or security to other parties. Details of the loans granted, guarantees given and securities provided during the year are stated in subclause (a) as below:

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans, stood guarantee and provided security to any other entity as below:

Particulars	Security (₹ in crore)	Loans (₹ in crore)	Guarantee (₹ in crore)
Aggregate amount during the year			
Subsidiaries*	#	309.01	5,310
Others	-	3.23	-
Balance outstanding as at balance sheet date			
Subsidiaries*	#	234.03	5,310
Others	-	1.22	-

*As per Schedule III of the Companies Act, 2013

#The Company, along with its subsidiaries, has provided security to various lenders in respect of term loans aggregating to ₹ 4,930.63 crores availed under a common lending arrangement. Refer Note 29(D) to the standalone financial statements.

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided, security given during the year and the terms and conditions of the grant of loans and guarantees provided during the year are not prejudicial to the interest of the Company. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 of the Companies Act, 2013 have been complied with. Further, there are no investments, loans, guarantees and security in respect of which provisions of section 186 of the Act are applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of healthcare services and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

ANNEXURE A (CONTD.)

- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2026 on account of disputes are given below:

Name of the statute	Nature of the dues	Amount (₹ In crores)	Period to which the amount relates	Forum where dispute is pending	Remarks
Income Tax Act, 1961	Income Tax	1.28	Financial Year 2010-11	Assessing Officer (AO)	ITAT has remanded the matter back to AO
Income Tax Act, 1961	Income Tax	3.30	Financial Year 2013-14	Assessing Officer (AO)	Rectification application filed with AO
Income Tax Act, 1961	Income Tax	27.61	Financial Year 2016-17	Income Tax Appellate Tribunal (Bengaluru)	None
Income Tax Act, 1961	Income Tax	16.68*	Financial Year 2017-18	Income Tax Appellate Tribunal (Bengaluru)	None
Income Tax Act, 1961	Income Tax	8.42	Financial Year 2021-22	Income Tax Appellate Tribunal (Bengaluru)	None
Income Tax Act, 1961	Income Tax	6.42*	Financial Year 2022-23	Income Tax Appellate Tribunal (Bengaluru)	None
Goods and Services Tax Act, 2017	Goods and Services Tax	11.26	Financial Year 2020 -21 to Financial Year 2022-23	High Court of Karnataka	None
Customs Act, 1962	Duty of Customs	0.08	Financial Year 2012-13	Assistant Commissioner of Customs	None

*Amount is net of payment made under protest for the Financial Year 2017-18 of ₹ 4.52 crores and Financial Year 2022-23 of ₹ 1.61 crs.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.



ANNEXURE A (CONTD.)

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment of shares or fully or partly convertible debentures during the year. In our opinion, in respect of private placement of equity shares made during the year, the Company has duly complied with the requirements of Section 42 and Section 62 of the Act. The equity shares have been issued for consideration other than cash and, accordingly, reporting on utilization of funds is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) The Company was a private limited company up to 23 December 2025 and, therefore, the provisions of Section 177 of the Companies Act, 2013 were not applicable to it during the period from 1 April 2025 to 23 December 2025. Pursuant to its conversion into a public limited company with effect from 24 December 2025, the Company has complied with the requirements of Section 177 of the Act. In our opinion and according to the information and explanations given to us, the related party transactions are in compliance with the provisions of Section 188 of the Act, wherever applicable, and the requisite disclosures have been made in the standalone financial statements in accordance with the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.

ANNEXURE A (CONTD.)

- (xv) In our opinion and according to the information and explanations provided to us, the Company has entered into a non-cash transaction with a person connected with a director. In our opinion, the Company got brand rights for perpetual period, is covered under the provisions of Section 192 of the Act, and the Company has complied with the relevant requirements of this section.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as defined in the regulations made by the Reserve Bank of India). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

G Prakash

Partner

Place: Bangalore

Membership No.: 099696

Date: 15 July 2026

ICAI UDIN: 26099696JRRCOM9772



ANNEXURE B to the Independent Auditor's Report on the standalone financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) for the year ended 31 March 2026

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) ("the Company") as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the

extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

ANNEXURE B (CONTD.)

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections

of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

G Prakash
Partner
Place: Bangalore
Date: 15 July 2026
Membership No.: 099696
ICAI UDIN:26099696JRRCOM9772



STANDALONE BALANCE SHEET

AS AT MARCH 31, 2026

(₹ in Crores)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	2,053.23	1,511.20
Capital work-in-progress	3.2	561.24	582.75
Right-of-use assets	4	1,094.80	723.09
Goodwill	4	122.20	122.20
Other intangible assets	4	1,973.21	18.88
Financial assets			
Investments	5.1	3,568.67	3,563.51
Loans	5.2	-	215.56
Other financial assets	5.3	31.69	62.22
Income tax assets (net)	6	98.08	59.82
Other non-current assets	7	11.39	15.53
		9,514.51	6,874.76
Current assets			
Inventories	8	42.92	27.65
Financial assets			
Investments	9.1	1,320.94	1,072.16
Trade receivables	9.2	262.15	190.74
Cash and cash equivalents	9.3	101.70	127.82
Bank balances other than cash and cash equivalents	9.4	-	21.75
Loans	9.5	235.57	2.16
Other financial assets	9.6	51.67	29.72
Other current assets	10	61.39	22.60
		2,076.34	1,494.60
Total assets		11,590.85	8,369.36
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	235.95	77.06
Other equity	12	7,087.52	5,137.51
Total equity		7,323.47	5,214.57
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13.1	1,920.99	1,671.54
Lease liabilities	13.2	1,057.97	654.49
Other financial liabilities	13.3	1.67	-
Provisions	14	3.00	1.60
Deferred tax liabilities (net)	15	145.65	88.17
		3,129.28	2,415.80
Current liabilities			
Financial liabilities			
Borrowings	16.1	154.40	155.28
Lease liabilities	13.2	32.45	34.87
Trade payables	16.2		
- total outstanding dues of micro enterprises and small enterprises		17.07	11.48
- total outstanding dues of creditors other than micro enterprises and small enterprises		516.88	400.56
Other financial liabilities	16.3	179.19	58.02
Other current liabilities	17	214.12	53.01
Provisions	18	23.99	25.77
		1,138.10	738.99
Total equity and liabilities		11,590.85	8,369.36
Material accounting policies	2.2		

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

Place : Bengaluru

Date : July 15, 2026

Place : Bengaluru

Date : July 15, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(₹ in Crores)

Particulars	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue from operations	19	3,584.13	3,104.10
Other income	20	117.44	100.66
Total income		3,701.57	3,204.76
EXPENSES			
Purchase of medical consumables and pharmacy items		717.88	604.46
Changes in inventories of medical consumables and pharmacy items	21	(15.27)	3.30
Employee benefits expense	22	593.05	493.16
Finance costs	23	203.37	149.02
Depreciation and amortisation expense	24	222.70	148.99
Other expenses	25	1,394.42	1,157.18
Total expenses		3,116.15	2,556.11
Profit before tax and exceptional item		585.42	648.65
Exceptional items	26	(21.64)	-
Profit before tax		563.78	648.65
Tax expense			
Current tax	15	76.02	155.47
Deferred tax	15	57.79	(42.12)
Tax expense		133.81	113.35
Profit for the year		429.97	535.30
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss:			
Re-measurement of defined benefit plans		(1.21)	(3.35)
Income tax effect on above		0.31	0.84
OCI for the year (net of tax)		(0.90)	(2.51)
Total comprehensive income for the year		429.07	532.79
Earnings per equity share ('EPS') [nominal value of share ₹ 2]	27		
Basic (₹)		3.72	4.65
Diluted (₹)		3.70	4.65
Material accounting policies	2.2		

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

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Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

Place : Bengaluru

Date : July 15, 2026

Place : Bengaluru

Date : July 15, 2026



STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2026

(₹ in Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. Cash flows from operating activities		
Profit before tax	563.78	648.65
Adjustments:		
Depreciation and amortisation expense	222.70	148.99
Share based payments	29.81	33.94
Bad debts/advances written off	15.67	8.53
Loss allowance/(reversal) on trade receivables	14.66	13.37
Loss allowance/(reversal) on other receivables	0.38	(0.53)
Profit on sale of investments in mutual funds (net)	(31.76)	(26.87)
Fair value (gain) on financial instruments at FVTPL	(37.36)	(44.15)
Profit on sale of property plant and equipment (net)	(0.89)	(0.33)
Reversal of impairment on investments in subsidiaries	-	(2.60)
Interest income	(44.10)	(26.67)
Interest income on income tax refund	(1.29)	-
Loss/(Gain) on lease liability reversal	-	(0.05)
Finance costs	196.45	138.70
Foreign exchange loss/(gain)	1.21	(0.04)
Operating profit before working capital changes	929.26	890.94
Movements in working capital :		
Change in inventories	(15.27)	3.30
Change in trade receivables	(101.74)	(79.26)
Change in loans	0.62	(0.81)
Change in other financial assets	8.77	(9.34)
Change in other assets	(39.07)	6.06
Change in trade payables	120.70	(20.98)
Change in provisions	(1.92)	3.23
Change in other financial liabilities	3.67	5.76
Change in other current liabilities	161.11	0.15
Cash generated from operations	1,066.13	799.05
Income tax paid (net)	(112.99)	(154.77)
Net cash generated from operating activities	953.14	644.28
B. Cash flow from investing activities		
Acquisition of property, plant and equipment and intangible assets	(862.59)	(705.22)
Proceeds from sale of property, plant and equipment	1.86	1.66
Loans given to related parties	(309.01)	(169.81)
Loans repaid by related parties	290.54	203.23
Investment made in bank deposits (having original maturity of more than three months)	(0.51)	(75.14)
Maturity of bank deposits (having original maturity of more than three months)	21.75	35.00
Investment in equity instruments of a subsidiary	-	(1,012.86)
Investment in equity instruments of other companies	-	(0.01)
Proceeds from redemption of Investment in preference shares in subsidiary	13.96	-
Purchase of investments in mutual funds and others	(2,577.56)	(2,911.35)
Proceeds from the sale of investments in mutual funds	2,378.78	2,753.07
Interest received	40.03	29.85
Net cash used in investing activities	(1,002.75)	(1,851.58)

STANDALONE STATEMENT OF CASH FLOW
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C. Cash flow from financing activities		
Repayment of long-term borrowings	(156.48)	(130.37)
Proceeds of long-term borrowings	402.53	645.75
Proceeds from issuance of equity share capital	-	750.00
Interest and processing charges paid	(112.86)	(101.39)
Interest paid on loan for purchase of capital asset	(0.91)	(1.03)
Payment of lease obligations	(28.97)	(20.67)
Interest paid on lease liabilities	(79.82)	(35.10)
Net cash generated from financing activities	23.49	1,107.19
Net decrease in cash and cash equivalents	(26.12)	(100.11)
Cash and cash equivalents at the beginning of the year	127.82	227.93
Cash and cash equivalents at the end of the year (refer note 9.3)	101.70	127.82
Components of cash and cash equivalents for the purpose of statement of cash flow statement		
Cash on hand	1.31	1.09
With banks - on current accounts	100.39	68.03
- deposits with original maturity of less than three months	-	58.70
Total cash and cash equivalents	101.70	127.82

Refer note 38 for reconciliation of movement of liabilities to cash flows arising from financing activities.

Material accounting policies

2.2

The above Standalone Cash flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru

Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Place : Bengaluru

Date : July 15, 2026

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(A) EQUITY SHARE CAPITAL

	Nos.	₹ in Crores
Balance as at April 01, 2025	7,70,62,434	77.06
Change in equity share capital during the year	-	-
Balance before share split and bonus issue (Equity shares of ₹ 10 each)	7,70,62,434	77.06
Increase in equity shares on sub-division of 1 equity share of face value of ₹ 10 each into 5 equity shares of face value of ₹ 2 each (refer note 27.1.1)	30,82,49,736	-
Increase in equity shares on bonus issue of 2 equity share for every 1 equity shares held (refer note 27.1.2)	77,06,24,340	154.13
Issue of equity shares during the year [refer note (11.2.9)]	2,38,20,811	4.76
Balance as at March 31, 2026	1,17,97,57,321	235.95
Balance as at April 01, 2024	7,56,30,045	75.63
Change in equity share capital during the year (refer note 43)	14,32,389	1.43
Balance as at March 31, 2025	7,70,62,434	77.06

#Also, refer note 11

(B) OTHER EQUITY**

(₹ in Crores)

	Reserves and surplus				Other comprehensive income	
	Securities premium	Employee stock option outstanding	General reserve	Retained earnings	Re-measurement of defined benefit plans	Total other equity
Balance as at April 01, 2025	3,414.21	33.94	2.80	1,689.40	(2.84)	5,137.51
Profit for the year	-	-	-	429.97	-	429.97
OCI for the year (net of tax)	-	-	-	-	(0.90)	(0.90)
Total comprehensive income	-	-	-	429.97	(0.90)	429.07
Transaction with owners						
Utilised for issue of bonus shares (refer note 27.1.2)	(154.13)	-	-	-	-	(154.13)
Issue of shares [refer note (11.2.9)]	1,645.26	-	-	-	-	1,645.26
Share based payments	-	29.81	-	-	-	29.81
Balance as at March 31, 2026	4,905.34	63.75	2.80	2,119.37	(3.74)	7,087.52

(₹ in Crores)

	Reserves and surplus				Other comprehensive income	
	Securities premium	Employee stock option outstanding	General reserve	Retained earnings	Re-measurement of defined benefit plans	Total other equity
Balance as at April 01, 2024	2,665.64	-	2.80	1,154.10	(0.33)	3,822.21
Profit for the year	-	-	-	535.30	-	535.30
OCI for the year (net of tax)	-	-	-	-	(2.51)	(2.51)
Total comprehensive income	-	-	-	535.30	(2.51)	532.79
Transaction with owners						
Proceeds from right issue	748.57	-	-	-	-	748.57
Share based payments	-	33.94	-	-	-	33.94
Balance as at March 31, 2025	3,414.21	33.94	2.80	1,689.40	(2.84)	5,137.51

**Also, refer note 12

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Nature and purpose of each reserve:

1. **Securities premium** - Securities premium is used to record the premium received on issue of shares. Also, includes surplus received on sale of treasury shares. However, out of this ₹ 96.09 Crores can only be used in accordance with the trust deed's terms and conditions.
2. **Employee stock option outstanding** - Employee stock option outstanding reserve is used to record the fair value of equity-settled share based payment transactions with employees.
3. **General reserve** - General reserve represents appropriation of profits.
4. **Retained earnings** - Retained earnings comprises of prior and current year's undistributed earnings after tax.
5. **Re-measurement of defined benefit plans** - Represents remeasurement gains/(losses) on defined benefit plans (net of tax).

Material accounting policies

2.2

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru

Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Place : Bengaluru

Date : July 15, 2026

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203



NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

1 CORPORATE INFORMATION

Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) (the Company or 'MHE' or 'MHLE') is a private limited Company domiciled in India and incorporated on February 15, 2010 under the provisions of the Companies Act, 1956 applicable in India. The registered office of the Company is located at The Annexe, #98/2, Rustam Bagh Road, HAL Airport Road, Bengaluru, 560017. The Company is engaged in the business of running/managing hospitals, and providing healthcare services. The Company operates through various Hospitals/Clinics providing Healthcare services, primarily in South India.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on November 20, 2025 and consequently the name of the Company has changed to Manipal Health Enterprises Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on December 24, 2025.

2.1 BASIS OF PREPARATION OF THE STANDALONE FINANCIAL STATEMENTS

(a) Statement of compliance

The Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, notified under section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act.

The Standalone financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest Crores and decimals thereof, except when otherwise indicated.

The Standalone Financial Statements were approved for issue by the Company's Board of Directors on July 15, 2026.

Details of the material accounting policies are included in Note 2.2

(b) Functional and presentation currency

These Standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts are in Indian Rupees (₹) Crores except share data and per share data, unless otherwise stated.

(c) Basis of measurement

The Standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement
Certain financial assets and liabilities (refer note 33)	Fair Value
Share based payments	Fair Value
Net defined asset / liability (refer note 31)	Fair Value of plan asset less present value of defined benefit obligation

(d) Use of estimates and judgements

In preparing these Standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements, assumptions and estimation uncertainties

Information about judgments made in applying accounting policies, assumption and estimation uncertainties that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Judgements:

Note 13.2 - Determining the lease term of contracts with renewal and termination options

Estimates (including assumptions)

Note 2.2 (d), (e) and (h) - useful life of property, plant and equipment, intangible assets and right of use assets

Note 4(b) - Impairment assessment of goodwill

Note 5.1, 5.2, 9.2 and 9.6 - Impairment of financial assets.

Note 6, 15, and 29 - Recognition of deferred tax, provisions and other contingencies

Note 14 and 18 - Provisions

Note 22, 31 - Employee benefits expense, wages and bonus; key actuarial assumptions

Note 33 - Financial instruments

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Note 32 - Employee Stock option plans

Note 5.1 - Investments in subsidiaries, associates and Joint venture

(e) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in the note 33 & 34 – financial instruments.

2.2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Business combinations

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at

fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognised in accordance with the requirements of Ind AS 12, Income Taxes and Ind AS 19, Employee Benefits, respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in Other Comprehensive Income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit and Loss in the period in which they are incurred.

Common control transactions

Common control business combinations include transactions, such as transfer of subsidiaries or business, between entities within a group. Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

Financial information in the Standalone financial statements in respect of prior years is restated as if the business combination had occurred from the beginning of the preceding year in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other General reserves with disclosure of its nature and purpose in the notes.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(b) Investment in subsidiaries and joint ventures

A subsidiary is an entity that is controlled by another entity. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement/entity have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The investments in subsidiaries, associates and Joint ventures are carried at cost as per IND AS 27. Investment carried at cost is tested for impairment as per IND AS 36. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(c) Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the Standalone Balance sheet.

(d) Property plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, cost of replacing part of the plant and equipment, borrowing costs if the recognition criteria are met and directly attributable cost of bringing the asset to its location and condition necessary for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. When significant parts of plant and equipment are required to be replaced at intervals, the

Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Property, plant and equipment under installation or construction as at the balance sheet date is shown as capital work-in-progress and the related advances are shown as under Non current assets.

On transition to Ind AS (i.e. April 01, 2015), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category of assets	Useful life estimated by management	Useful life as per Schedule II
Building	23 - 60 years	30 years
Equipments	13 years	10 - 15 years
Electrical installations	7 years	10 years
Furniture and fixtures	7 years	10 years
Other fixtures (included in Building)	2 years	10 years
Computers	3 years	3 - 6 years
Vehicles	3-7 years	6 - 10 years

Leasehold land is amortised over the remaining lease year (refer note 3.1)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Second hand assets are depreciated over the estimated useful life as per technical estimates.

Leasehold land/Leasehold improvements/ Leasehold Building are depreciated over the primary lease period or useful life, whichever is shorter, on a straight-line basis.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Assets having the value upto ₹ 10,000 is fully depreciated in the period/year of purchase.

The management had estimated, supported by technical advice, the useful life of the category of assets, which are lower than those indicated in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

(e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit

and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

A summary of amortisation policies applied to the Company's intangible assets is as below:

Category of assets	Useful life estimated by management
Computer software - application	3-5 years
Computer software - generic	1 year
M-Brand [refer note (11.2.9)]	Indefinite

(f) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. This recognition criteria is not applicable to non-financial assets such as deferred tax assets and inventories.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows till perpetuity.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses of continuing operations, including impairment of inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Goodwill and intangible assets with indefinite useful life is tested for impairment annually and when circumstances indicate that the carrying

value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the assets in the CGU on a pro rata basis. Impairment losses relating to goodwill cannot be reversed in future years.

(g) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(h) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Right of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. . The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less, except where it anticipates renewals and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant yearly rate of return on the lessor's net investment in the lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

Asset retirement obligation

The Company had recognised certain asset retirement costs which were classified as leasehold improvement and provision for decommissioning liability on the same.

Company as a lessor

The Company is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor, except for a sub-lease. The Company accounted for its leases in accordance with Ind AS 116 from the date of initial application. The Company does not have any significant impact on account of sub-lease on the application of this standard.

(i) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.



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The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (k) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Financial assets at amortised cost (debt instruments)
- ii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- iii) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- iv) Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loan to an associate and loan to a director included under other non-current financial assets. For more information on receivables, refer to Note 9.2.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes quoted investments in mutual funds of the Company. These investments are restated to its fair value at the end of every financial year. Unrealised gain/loss on such

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

restatement and realised gain or loss on sale of investments in mutual funds are recognised in the standalone statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's consolidated balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest

rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and other financial assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

In certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the

EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(j) Inventories

Inventories of pharmacy items and medical consumables are valued at lower of cost or net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Cost of these inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location after adjusting for Goods and Services Tax (GST) wherever applicable, applying the first in first out basis.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to make the sale. Adequate provision is made for slow moving, non-moving and expired inventory, as determined necessary.

(k) Total Income

(i) Revenue recognition

Revenue from contracts with customers is recognised as per Ind AS 115, "Revenue from contract with customers", when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, taking into consideration defined terms of payment and excluding taxes or duties collected on behalf of the government.

Disaggregation of revenue

The Company disaggregates revenue into revenue from rendering hospital services, pharmacy sales and other operating income. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Company's revenues and cash flows are affected by industry, market and other economic factors.

The specific recognition criteria described below must also be met before revenue is recognised:

Operating Income

Revenue from Hospital services is recognised as and when the services are performed, unless significant future uncertainties exists, while revenue from sale of pharmacy items is recognised when the control of the goods have passed to the buyer, usually on delivery of the goods. The Company assesses the distinct performance obligations in the contract and measures to at an amount that reflects the consideration it expects to receive, net of Goods and Services Tax and adjusted for discounts and concessions.

Management fee from hospital management agreement with entities is recognised as and when the services are rendered as per the terms of the agreement.

Income from occupational health centre and ambulance service are recorded as and when rendered.

Rental Income

Rental Income is recognised on an accrual basis and over the year of tenancy.

Contract balances

Trade receivables

Unbilled revenue represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (i) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs its obligation under the contract.

(ii) Other income

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter year, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend income

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date.



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(l) Foreign currencies

Items included in the Standalone financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The Company's Standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency.

Transactions and balances

Foreign currency transactions are recorded on initial recognition in the functional currency using the exchange rate prevailing at the date of the transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on the settlement or translation of monetary items are recognised in the statement of profit or loss.

(m) Retirement and other employee benefits

Defined contribution plan

Retirement benefit in the form of Provident Fund and Pension Fund are defined contribution schemes. The Company recognises contribution payable to the schemes as an expense, when an employee renders the related service. The Company has no obligation, other than the contribution payable to the fund.

Defined benefit plan - gratuity

The Company operates a defined benefit plan for its employees for gratuity. The costs of providing benefits under this plan is determined on the basis of actuarial valuation at each year end using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurements are not reclassified to the statement of profit and loss in subsequent years.

Past service costs are recognised in the statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment and
- The date that the Company recognises related restructuring costs

Interest is calculated by applying the discount rate to the defined benefit liability. The Company recognises the following changes in the defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- (ii) Interest expense

Other long-term employee benefits - compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

The Company recognises termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(n) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- where deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax

credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit or loss is recognised outside the statement of profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and to the same taxation authority.

Goods and Services Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:



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When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable

When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(o) Share-based payments ('ESOP')*

Employees (including senior executives and directors) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share option outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

The vesting needs to be done as per defined in the Grant Letter. There will be two categories of the vesting rights:

Time options – This will be vested on time basis subject to meeting the terms and conditions mentioned in the Employment Letter.

Performance options – The performance options vesting will be done on achievement of the performance figures as per the budget approved by the board of the previous year of the Company. In case, the same has not been achieved there will be no grant under this for that year. However, there will be a catch up period of one year wherein if the shortfall of the previous year is made up, then the options will be vested of the previous year.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

In case, the amount of the liability recognised on the date of modification is greater than the amount previously recognised as an increase in equity, the Company is following the accounting policy to recognise such excess as an expense in the statement of profit or loss at the date of modification.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.* Refer note 32

(p) Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

For the purpose of calculating diluted earnings per share, the net profit/(loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be antidilutive.

(q) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss net off any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

(r) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the Standalone financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent liabilities and commitments are reviewed by the management at each balance sheet date.

(s) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(t) Segment accounting policies

The Company prepares its segment information based on its reporting to Chief Operating Decision Maker (refer note 36 on segment reporting).

(u) Corporate Social Responsibility (CSR) expenditure

CSR expenditure as per provisions of section 135 of Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, is charged to the statement of profit and loss as an expense as and when incurred.

(v) Share capital

i. Equity shares

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

ii. Treasury shares

The Company has created Manipal Health Employee Welfare Trust (MHEWT) for providing share-based payment to its employees. The Company uses MHEWT as a vehicle for distributing shares to employees under the employee stock option schemes. The Company treats MHEWT as its extension and shares held by MHEWT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in Securities premium. Share options exercised during the reporting period are satisfied with treasury shares.

As and when treasury shares are transferred to employees on exercise after satisfaction of the vesting condition the balance lying in treasury share reserve is transferred to retained earnings.

(w) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

(x) New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 01, 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an

entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have a material impact on the Company's financial statements.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 01, 2026 retrospectively in accordance with Ind AS 8.

The amendment does not have a material impact on the Company's Standalone Financial Statements.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendment does not have a material impact on the Company's Standalone Financial Statements.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 01, 2025, but not for any interim periods ending on or before March 31, 2026.

The amendment does not have a material impact on the Company's Standalone Financial Statements.

(xi) Standards notified but not yet effective

The new and amended standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these new and amended standards, when they become effective.

(i) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability. In accordance with changes to Ind AS 1 already notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from 2026-27 onward and need to be applied retrospectively. Consequently:

- A breach of either material or immaterial covenant will trigger current classification of liability.
- To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Company is currently assessing the impact the amendments will have on its Standalone Financial Statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

3.1 PROPERTY, PLANT AND EQUIPMENT

(₹ in Crores)

	Land	Buildings	Leasehold improvements	Electrical installations	Equipments	Furniture and fixtures	Computers	Vehicles	Total
Note		3(a)							
Cost									
At April 01, 2024	580.79	640.71	211.34	116.85	737.33	57.44	101.79	27.74	2,473.99
Additions	19.00	6.87	14.51	15.27	52.54	10.22	40.16	7.00	165.57
Disposals	-	-	-	(0.60)	(10.99)	(0.62)	(5.40)	(2.05)	(19.66)
At March 31, 2025	599.79	647.58	225.85	131.52	778.88	67.04	136.55	32.69	2,619.90
Additions	-	9.33	152.20	135.27	331.83	27.58	40.19	5.05	701.45
Disposals	-	-	(0.50)	(0.81)	(9.66)	(1.14)	(1.67)	(1.46)	(15.24)
At March 31, 2026	599.79	656.91	377.55	265.98	1,101.05	93.48	175.07	36.28	3,306.11
Depreciation									
At April 01, 2024	-	183.37	183.80	62.33	448.67	43.64	80.58	14.02	1,016.41
Charge for the year	-	18.89	6.83	12.70	41.82	6.18	19.81	4.39	110.62
Disposals	-	-	-	(0.58)	(10.57)	(0.59)	(5.38)	(1.21)	(18.33)
At March 31, 2025	-	202.26	190.63	74.45	479.92	49.23	95.01	17.20	1,108.70
Charge for the year	-	18.55	11.75	24.35	58.11	10.85	29.57	5.27	158.45
Disposals	-	-	(0.50)	(0.68)	(9.07)	(1.13)	(1.67)	(1.22)	(14.27)
At March 31, 2026	-	220.81	201.88	98.12	528.96	58.95	122.91	21.25	1,252.88
Net book value									
At March 31, 2025	599.79	445.32	35.22	57.07	298.96	17.81	41.54	15.49	1,511.20
At March 31, 2026	599.79	436.10	175.67	167.86	572.09	34.53	52.16	15.03	2,053.23

Refer note 13.1 for details of property, plant and equipment provided as security for borrowings.

Notes:

- (a) Building includes those constructed on leasehold and
Gross Block: ₹ 167.88 Crores (March 31, 2025 ₹ 166.94 Crores)
Depreciation charge for the year: ₹ 8.53 Crores (March 31, 2025 ₹ 8.34 Crores)
Accumulated depreciation: ₹ 70.71 Crores (March 31, 2025 ₹ 62.37 Crores)
Net book value: ₹ 88.64 Crores (March 31, 2025 ₹ 96.23 Crores)

3.2 CAPITAL WORK IN PROGRESS

(₹ in Crores)

Cost	March 31, 2026	March 31, 2025
Opening	582.75	19.73
Additions during the year	679.94	728.59
Less: Transferred to Property, plant and equipment	(701.45)	(165.57)
At March 31, 2026	561.24	582.75

- (a) During the year, the Company has capitalised an aggregate borrowing cost of ₹ 34.02 Crores (March 31, 2025: ₹ 4.54 Crores), on assets lying in capital work in progress. The rate used to determine the amount of borrowing costs eligible for capitalisation was ranging from 7.17% - 8.25% (March 31, 2025: 8.17% - 9.00%) which is the effective interest rate of the specific borrowings.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Capital work in progress ageing schedule

As at March 31, 2026

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	136.50	424.38	0.36	-	561.24
Projects temporarily suspended	-	-	-	-	-
Total	136.50	424.38	0.36	-	561.24

As at March 31, 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	575.82	5.13	1.80	-	582.75
Projects temporarily suspended	-	-	-	-	-
Total	575.82	5.13	1.80	-	582.75

There are no capital work-in-progress for which the completion is overdue or has exceeded its cost compared to its original budget.

Refer note 13.1 for details of capital work in progress provided as security for borrowings.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

4 RIGHT-OF-USE ASSETS, GOODWILL AND OTHER INTANGIBLE ASSETS

(₹ in Crores)

Note	Right-of-use assets [refer note 2.2(h)]						Goodwill 4 (b)	Other intangible assets		Total
	Leasehold land 4 (a)	Buildings	Electrical installations	Equipments	Computers	Computer software		Computer software	Brand*	
Cost										
At April 01, 2024	103.17	289.33	-	97.93	10.09	16.97	122.47	74.02	-	74.02
Additions	-	358.41	21.42	20.60	-	-	-	16.57	-	16.57
Disposals/adjustments	-	(0.72)	-	-	-	-	-	(0.28)	-	(0.28)
At March 31, 2025	103.17	647.02	21.42	118.53	10.09	16.97	122.47	90.31	-	90.31
Additions	-	392.90	12.67	27.95	2.35	-	-	17.24	1,947.11	1,964.35
Disposals/adjustments	-	(0.62)	(3.26)	(6.19)	(7.03)	-	-	(0.12)	-	(0.12)
At March 31, 2026	103.17	1,039.30	30.83	140.29	5.41	16.97	122.47	107.43	1,947.11	2,054.54
Depreciation/amortisation										
At April 01, 2024	17.06	77.30	-	45.96	4.50	14.89	0.27	64.89	-	64.89
Charge for the year	1.33	17.95	1.14	6.97	3.15	1.01	-	6.82	-	6.82
Disposals/(Adjustments)	-	(0.29)	-	-	-	-	-	(0.28)	-	(0.28)
Charge for the year transferred to CWIP	-	3.14	-	-	-	-	-	-	-	-
At March 31, 2025	18.39	98.10	1.14	52.93	7.65	15.90	0.27	71.43	-	71.43
Charge for the year	1.33	36.26	3.93	9.83	2.26	0.62	-	10.02	-	10.02
Disposals/adjustments	-	(0.61)	(0.41)	(1.61)	(6.84)	-	-	(0.12)	-	(0.12)
Charge for the year transferred to CWIP	-	2.30	-	-	-	-	-	-	-	-
At March 31, 2026	19.72	136.05	4.66	61.15	3.07	16.52	0.27	81.33	-	81.33
Net book value										
At March 31, 2025	84.78	548.92	20.28	65.60	2.44	1.07	122.20	18.88	-	18.88
At March 31, 2026	83.45	903.25	26.17	79.14	2.34	0.45	122.20	26.10	1,947.11	1,973.21

Refer note 13.1 for details of immovable assets provided as security for borrowings.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

4(a) All right-of-use assets are held in the name of the Company, except following:

Particulars of the Property	Held in the Name of	Gross Carrying amount (₹ in Crores)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Leasehold land	Manipal Hospitals (Jaipur) Private Limited ('MHJPL')	87.73	No. The Property is transferred from MHJPL to the Company through NCLT Order in petition under sections 230 to 232 read with section 66 of The Companies Act, 2013	Since 8 years	The property is transferred through NCLT Order

The leasehold rights of the land which was acquired through Business Transfer Agreement, is currently held by the Company by virtue of orders of National Company Law Tribunal (NCLT).

*The Company amended and restated its Brand License Agreement dated March 06, 2026 with MEMG International India Private Limited ("Licensor"), under which the Company ("Licensee") received a perpetual licence to the "M" brand for its hospital and healthcare service business. The value of the "M" brand and the fair value of the equity shares were supported by valuation reports from a Registered Valuer as required under the applicable provisions of the Companies Act, 2013. The brand value of the licence has been computed aggregating to ₹ 1,650.02 Crores. The Company has capitalised the applicable GST on the above consideration to the Brand. (refer note 28)

4(b) Impairment testing of goodwill and intangible assets with indefinite lives

For impairment testing, goodwill acquired through business combinations has been allocated to the CGUs and brand acquired during the year has been considered as corporate asset and is tested for impairment at the Company level as mentioned below.

Carrying amount of goodwill allocated to each of the CGUs:

	Corporate	South cluster	North cluster	East cluster	West cluster	Total
At April 01, 2024	-	81.35	40.85	-	-	122.20
Additions during the year	-	-	-	-	-	-
At March 31, 2025	-	81.35	40.85	-	-	122.20
Acquisition of Brand during the year [refer note (11.2.9)]	1,947.11	-	-	-	-	1,947.11
At March 31, 2026	1,947.11	81.35	40.85	-	-	2,069.31

The Company performed its annual impairment test for years ended March 31, 2026 and March 31, 2025. The Company estimates recoverable amount of CGU basis value-in-use method. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount. As at year ended March 31, 2026, the Company has not identified any indication for impairment of assets. Key assumptions upon which the Company has based its determinations of value-in-use include:

- Estimated cash flows based on internal budgets and industry outlook for a period of five years and a terminal growth rate thereafter.
 - The estimated value-in-use of this investment is based on the future cash flows using a 5.00% (March 31, 2025: 5.00%) annual growth rate for periods subsequent to the forecast period of 5 years (March 31, 2025: 5 years). This long term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.
 - Pre-tax Discount rate of 11.81% (March 31, 2025: 11.65%), which reflect current market assessment of the risks. The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

5 NON-CURRENT FINANCIAL ASSETS

5.1 Investments

(₹ in Crores)

		No of units		Amounts	
		March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Investments carried at cost (unquoted)					
A) Investment in equity shares of subsidiary companies					
Manipal Health Enterprises International Pte. Ltd. ('MHEIPL Singapore') (net of impairment charge amounting to ₹ 5.13 Crores) (March 31, 2025: ₹ 5.13 Crores)#		15,00,041	15,00,041	5.34	5.34
[shares of USD 1 each fully paid-up]					
Manipal Hospitals (Dwarka) Private Limited ('MHDPL')#		28,19,483	28,19,483	248.58	248.58
[shares of ₹ 10 each fully paid-up, refer note (5.1.1) below]					
Healthmap Diagnostics Private Limited ('HDPL') (net of impairment charge amounting to ₹ 63.20 Crores) (March 31, 2025: ₹ 63.20 Crores)#		6,87,74,115	6,87,74,115	123.43	123.43
[shares of ₹ 10 each fully paid-up, refer note (5.1.1 and 5.1.3) below]					
Manipal Hospitals Private Limited ('MHPL')#		1,02,52,87,268	1,02,52,87,268	1,734.92	1,734.92
[shares of ₹ 10 each fully paid-up]					
Manipal Hospital (Bengaluru) Private Limited ('MHBPL')#		1,69,37,134	1,69,37,134	359.77	359.77
[shares of ₹ 100 each fully paid-up]					
Manipal Hospitals Synergie Private Limited ('MHSPL') (formerly known as 'Medica Synergie Private Limited') ('MHSPL')#		15,16,25,085	15,16,25,088	1,012.86	1,012.86
[shares of ₹ 10 each fully paid-up, refer note (5.1.2) below]					
(A)				3,484.90	3,484.90
B) Investment in equity instruments of associate Company					
IGenetic Diagnostics Private Limited		73,496	73,496	0.73	0.73
[shares of ₹ 100 each fully paid-up in refer note (5.1.3) below]					
(B)				0.73	0.73
C) Investment in equity instruments of a joint venture Company					
Terrals Technologies Private Limited (net of impairment charge amounting to ₹ 0.50 Crores) (March 31, 2025: ₹ 0.50 Crores))		100	100	-	-
[shares of ₹ 10 each fully paid-up, refer note (5.1.4 and 5.1.9) below]					
(C)				-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	No of units		Amounts	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
D) Investment in preference shares of joint venture Company				
Terrals Technologies Private Limited (net of impairment charge amounting to ₹ 69.49 Crores (March 31, 2025: ₹ 69.49 Crores))				
[0.01% Series A Compulsorily Convertible Preference shares ('Series A CCPS') of 100 ₹ each fully paid-up in refer note (5.1.4 and 5.1.9) below]	7,845	7,845	-	-
[0.01% Series B Compulsorily Convertible Preference shares ('Series B CCPS') of 100 ₹ each fully paid-up in refer note (5.1.4 and 5.1.9) below]	2,197	2,197	-	-
(D)			-	-
Aggregate value of unquoted investments carried at cost (E = A+B+C+D)			3,485.63	3,485.63
Investments at fair value through Profit or Loss*				
Investment in equity instruments of the other Companies/Foundation				
Renew Wind Energy (Karnataka) Private Limited ('Renew')	18,600	18600	0.57	0.57
[shares of ₹ 100 each fully paid-up in refer note (5.1.5) below]				
Swasth Digital Health Foundation	5,000	5000	0.05	0.05
[shares of ₹ 100 each fully paid-up in refer note (5.1.6) below]				
Arctern Healthcare Private Limited ('Arctern') (net of impairment charge amounting to ₹ 5.00 Crores) (March 31, 2025: ₹ 5.00 Crores)	4,968	4,968	-	-
[shares of ₹ 10 each fully paid-up in refer note (5.1.7) below]				
Atria Wind Power (Basavana Bagewadi) Private Limited ('Atria')	500	500	0.01	0.01
[shares of ₹ 100 each fully paid-up in refer note (5.1.8) below]				
(A)			0.63	0.63
Investments in mutual funds (quoted)^*			82.41	77.25
(B)			82.41	77.25
Aggregate book value/market value of quoted investments (F = A+B)			83.04	77.88
Aggregate value of investments (E + F)			3,568.67	3,563.51
Aggregate value of provision for impairment			143.32	143.32

^Refer note 13.1 for details of Investments provided as security for borrowings.

* Also, Information about the Company's exposure to fair value measurement, credit and market risks, is included in Note 33 and 34.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Notes:

- 5.1.1** The equity share holding of the Company in HDPL is 50.08% (March 31, 2025: 50.08%) and of NH Fund is 29.82% (March 31, 2025: 29.82%)
- 5.1.2** On July 01, 2024, the Company had acquired 82.65% shareholding and voting shares of MHSPL for an equity value consideration of ₹ 985.53 Crores. Further during the year ended March 31, 2025, the Company acquired further 2.29% shareholding and voting shares of MHSPL for an equity consideration of ₹ 27.33 Crores.
- 5.1.3** During the year ended March 31, 2022, the Company acquired 73,496 shares of Igenetic Diagnostics Private Limited for a total consideration of ₹ 47.80 Crores. During the year ended March 31, 2025, pursuant to NCLT order, the business of Igenetic was demerged into Healthmap Diagnostics Private Limited .
During the year ended March 31, 2026, IGenetic has filed for liquidation as on March 17, 2026.
- 5.1.4** MHEL signed a Share Subscription Agreement on December 22, 2020 to invest an amount of upto ₹ 80 Crores in Terrals Technologies Private Limited (Phable) in upto three tranches. The first tranche of ₹ 40 Crores was invested on February 26, 2021 by subscribing to 100 equity shares of ₹ 10 each and 7,845 compulsorily convertibles preference shares of ₹ 100 each. In the year ended March 31, 2022 a further ₹ 29.99 Crores was invested for 2,197 compulsorily convertibles preference shares of ₹ 100 each.
During the year ended March 31, 2023, the Company had made provision for impairment of its investment in Terrals Technologies Private Limited (Phable) of ₹ 69.99 Crores.
- 5.1.5** The Company entered into an agreement on October 20, 2015 with Renew, to invest in its equity share capital as a captive power consumer. Accordingly, on November 27, 2015, the Company invested ₹ 0.03 Crores in 3,000 equity shares of ₹ 100 each at face value towards acquisition of 0.90% stake in equity share capital. During the year 2016-17, 2017-18 and 2019-20 the Company invested ₹ 0.05 Crores in 5,000 equity shares, ₹ 0.06 Crores in 5,600 equity shares and ₹ 0.15 Crores in 5000 equity shares of ₹ 100 each at face value, includes fair valuation through profit and loss of ₹ 0.28 Crores.
- 5.1.6** MHEL had on September 30, 2020 invested an amount of ₹ 0.05 Crores in Swasth Digital Health Foundation by subscribing to 5,000 equity shares of ₹ 100 each.
- 5.1.7** During the year ended March 31, 2024, loan given to Arctern has been converted into equity shares for a consideration of ₹ 5.00 Crores and made provision for impairment of its investment amounting to ₹ 5.00 Crores.
- 5.1.8** MHEL on January 16, 2025 has invested an amount of ₹ 0.01 Crores in Atria by subscribing to 500 equity shares as a captive power consumer.
- 5.1.9** Investment in Terrals Technologies Private Limited ('Terrals') is fully impaired with no further funding obligation as on date.

#Investments are tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of each investment. When the recoverable amount of the investment is less than its carrying amount, an impairment loss is recognised. The recoverable amounts of the above investments have been assessed using a value-in-use model. Key assumptions upon which the Company has based its determinations of value-in-use include:

- Estimated cash flows based on internal budgets and industry outlook for a period of five years and a terminal growth rate thereafter.
- The estimated value-in-use of this investment is based on the future cash flows using a 5.00% (March 31, 2025: 5.00%) annual growth rate for periods subsequent to the forecast period of 5 years. This long term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.
- Pre-tax discount rate of 11.81% (March 31, 2025: 11.65%) , which reflect current market assessment of the risks specific to the investment. The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount of value in use is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the investment.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

5.2 Loans (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Inter Corporate Deposit given to related parties (refer note 28) (refer note 5.2.1)	-	221.55
Less: Interest accrued on inter corporate deposits to related parties - disclosed under Other financial assets (refer note 5.3)	-	(5.99)
	-	215.56

There are no loans which have significant increase in credit risk nor which are credit impaired.

5.2.1 Terms of loan given as below:

Name of the loanee	Rate of Interest*	Repayment	Secured/unsecured	March 31, 2026	Movement during the year	March 31, 2025
Inter Corporate Deposit ('ICD')						
Manipal Hospitals (Dwarka) Private Limited	8.50%	August 29, 2026	Unsecured	234.03	12.48	221.55
Manipal Hospitals Bengal Private Limited ("MH Bengal")	8.50%	May 28, 2028	Unsecured	-	#	-

*Upto June 30, 2025 rate of interest was 9.00%.

#During the year ended March 31, 2026, the Company had given inter-corporate deposit to MH Bengal amounting to ₹ 36.00 Crores and the same was repaid along with interest during the current year.

The intercorporate deposit has been made available for general corporate purpose.

Provisions of section 186 of the Companies Act, 2013, except sub section (1), are not applicable, as the Company is engaged in the business of providing infrastructural facilities as specified in Schedule VI of the Companies Act, 2013.

5.3 Other financial assets (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Margin money deposit with banks (refer note 5.3.1)	1.14	1.27
Deposits with banks due to mature after twelve months from the reporting date (refer note 5.3.2)	5.74	22.64
Interest accrued on inter corporate deposits to related parties (refer note 5.3.3)	-	5.99
Security deposits (refer note 28)	24.81	32.32
	31.69	62.22

5.3.1 Margin money deposits with a carrying amount of ₹ 1.14 Crores (March 31, 2025: ₹ 1.27 Crores) are subject to charge to secure the Company's margins against performance guarantee.

5.3.2 It includes to Debt Service Reserve Account maintained by the Company with Banks amounting to ₹ 5.74 Crores (March 31, 2025: ₹ 5.44 Crores).

5.3.3 Receivables from related parties (refer note 28).

6. INCOME TAX ASSETS (NET)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Income tax assets (net of provision for income tax)	98.08	59.82
	98.08	59.82



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

7 OTHER NON-CURRENT ASSETS (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Capital advances	0.86	5.28
Prepaid expenses	2.41	5.28
Balances with statutory/government authorities	8.12	4.97
	11.39	15.53

8 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Pharmacy items	25.87	16.54
Medical consumables	17.05	11.11
	42.92	27.65

Refer note 13.1 for details of Inventories provided as security for borrowings.

9 CURRENT FINANCIAL ASSETS
9.1 Investments

	No of units		Amounts	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Investments carried at cost (unquoted)				
Investment in preference shares of subsidiary Company				
Manipal Hospital (Bengaluru) Private Limited ('MHBPL')	-	13,95,356	-	13.96
[10% Redeemable Preference shares ('RPS') of ₹ 100 each fully paid-up] (refer note 28)				
Investments at fair value through Profit or Loss[^]				
Investments in mutual funds (quoted)*			871.39	765.37
Investments at amortised cost (unquoted)[^]				
Investment in commercial papers*			449.55	292.83
Aggregate book value/market value of quoted and unquoted investments			1,320.94	1,072.16
Aggregate value of provision for impairment			-	-

*Information about the Company's exposure to fair value measurement, credit and market risks, is included in Note 33 and 34.

[^]Refer note 13.1 for details of Investments provided as security for borrowings.

9.2 Trade receivables (Unsecured considered good unless otherwise stated)*

(₹ in Crores)

	March 31, 2026	March 31, 2025
Considered good	316.57	230.50
Less: Loss allowance on trade receivables	(54.42)	(39.76)
	262.15	190.74

Refer note 13.1 for details of trade receivables provided as security for borrowings.

*Refer note 28 for receivables from related parties.

9.2.1 There are no trade receivables which have significant increase in credit risk.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

9.2.2 Ageing for trade receivables and unbilled revenue due from the due date of payment for each of the category is as follows:

Particulars	As at March 31, 2026						
	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables-considered good	158.85	120.13	29.65	6.30	1.63	-	316.57
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	158.85	120.13	29.65	6.30	1.63	-	316.57
Excepted credit allowance %	0.00%	16.86%	88.64%	100.00%	100.00%	-	17.19%

Particulars	As at March 31, 2025						
	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables-considered good	106.16	99.47	19.32	5.55	-	-	230.50
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	106.16	99.47	19.32	5.55	-	-	230.50
Excepted credit allowance %	0.00%	15.79%	95.75%	100.00%	-	-	17.25%

*includes unbilled revenue of ₹ 26.87 Crores. (March 2025: ₹ 23.26 Crores).



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

9.3 Cash and cash equivalents

(₹ in Crores)

	March 31, 2026	March 31, 2025
Balances with banks:		
- On current accounts	100.39	68.03
- Deposits with original maturity of less than three months	-	58.70
Cash on hand	1.31	1.09
	101.70	127.82

Refer note 13.1 for details of cash and cash equivalents provided as security for borrowings.

9.4 Bank balances other than cash and cash equivalents

(₹ in Crores)

	March 31, 2026	March 31, 2025
Deposits with banks original maturity with more than three months but less than twelve months	-	21.75
	-	21.75

Refer note 13.1 for details of bank balances other than cash and cash equivalents provided as security for borrowings.

9.5 Loans (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Inter Corporate Deposit given to related parties (refer note 28). (refer note 5.2.1)	234.03	-
Loans to employees	1.54	2.16
	235.57	2.16

There are no loans which have significant increase in credit risk nor which are credit impaired.

Refer note 13.1 for details of loans provided as security for borrowings.

9.6 Other financial assets (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Margin money deposit with banks	2.02	1.68
Bank deposits with remaining maturity less than twelve months	17.20	-
Interest accrued on fixed deposits	2.29	1.22
Interest accrued on commercial papers	9.87	2.32
Other receivables (refer note 9.6.1)		
Considered good	20.29	24.50
Considered doubtful	0.52	0.14
Less: loss allowance on other receivables	(0.52)	(0.14)
Net other receivables	20.29	24.50
	51.67	29.72

9.6.1 includes receivables from related parties (refer note 28).

Refer note 13.1 for details of other financial assets provided as security for borrowings.

10 OTHER CURRENT ASSETS (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Prepaid expenses	52.02	16.05
Advances to suppliers (refer note 28)	7.87	4.92
Balance with government authorities	1.50	1.63
	61.39	22.60

Refer note 13.1 for details of other assets provided as security for borrowings.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

11 EQUITY SHARE CAPITAL

	March 31, 2026	March 31, 2025
11.1 Authorised shares (Nos.)		
1,500,000,000 Equity Shares of ₹ 2/- each (March 31, 2025: 135,000,000 Equity Shares of ₹ 10/- each)	300.00	135.00
11.2 Issued, subscribed and fully paid-up shares (Nos.)		
1,179,757,321 Equity Shares of ₹ 2/- each (March 31, 2025: 77,062,434 Equity Shares of ₹ 10/- each)	235.95	77.06
Total issued, subscribed and fully paid-up share capital	235.95	77.06

Notes:

- 11.2.1 During the year ended March 31, 2025, the Company offered 1,432,389 equity shares (includes Imperius Healthcare Investments Pte Ltd.: 259,739 equity shares; Kabru Investments Pte. Ltd.: 111,998 equity shares; Kangto Investments Pte. Ltd.: 386,745 equity shares; TPG SG Magazine Pte. Ltd.: 157,563 equity shares) on rights basis to its existing shareholders for raising upto ₹ 750 Crores. The rights issue was fully subscribed and allotment concluded on June 20, 2024.*
- 11.2.2 On July 13, 2023, Kabru Investments Pte Ltd (Kabru) acquired 2,535,477 equity shares (3.35%) and 7,940,048 equity shares (10.50%) from Cypress Holdings and Manipal Global Health Services ('MGHS') respectively. On January 10, 2024, Phoenix Bear Investments LLC acquired 787,278 equity shares (1.04%) and Novo Holdings Invest Asia A/S acquired 944,734 equity shares (1.25%) from Kabru. On January 31, 2024, Seventy Second Investment Company LLC acquired 2,830,015 equity shares (3.74%) from Kabru. On August 20, 2024 Ammar Sdn Bhd acquired 1,476,535 equity shares (1.92%) from Kabru. Therefore, as of March 31, 2026 Kabru holds 5.78% (March 31, 2025: 5.90%) in the Company.*
- 11.2.3 On July 13, 2023, Kangto Investments Pte Ltd. (Kangto) acquired 2,04,20,112 equity shares (27.00%) of the Company from MGHS.*
- 11.2.4 Kabru, Kangto and Imperius Healthcare Investments Pte Ltd (collectively referred to be as Temasek Group) collectively holds 50.01% shareholding of the Company as of March 31, 2026 (March 31, 2025: 51.03%) .
- 11.2.5 On July 14, 2023 TPG Asia VI SF Pte Ltd ('TPG') transferred 7,952,578 equity shares of the Company to MGHS. Further, on July 19, 2023 TPG transferred 8,319,305 equity shares of the Company to Manipal Research and Management Services International ('MRMSI'). On July 19, 2023 MRMSI transferred 8,319,305 equity shares amounting to 11% shareholding of the Company to TPG SG Magazine Pte Ltd.*
- 11.2.6 On July 14, 2023 National Investment Infrastructure Fund - II transferred its entire shareholding of 6,390,739 equity shares to MGHS.*
- 11.2.7 Pursuant to the share transfers between MGHS and Kabru, Kangto, TPG, NIIF and MHEWT, the shareholding of MGHS stood at 20.46% as of March 31, 2024. Cypress Holdings held 3.87% as of March 31, 2024. MGHS did not participate in the rights issue and renounced its rights in favour of Cypress Holdings, MGHS holds 19.68% as of March 31, 2026 (March 31, 2025: 20.08%) and Cypress Holdings hold 4.17% as of March 31, 2026 (March 31, 2025: 4.25%).
- 11.2.8 During the year ended March 31, 2026, the authorised share capital of the Company was increased by ₹ 165.00 Crores.
- 11.2.9 The Company amended and restated its Brand License Agreement dated March 6, 2026 with MEMG International India Private Limited ("Licensor"), under which the Company ("Licensee") received a perpetual licence to the "M" brand for its hospital and healthcare service business. The value of the "M" brand and the fair value of the equity shares were supported by valuation reports from a Registered Valuer as required under the applicable provisions of the Companies Act, 2013. The brand value of the licence has been computed aggregating to ₹ 1,650.02 Crores (excluding Goods and Services tax) and the same was discharged through issuance of 23,820,811 equity shares of face value ₹ 2 each at a premium of ₹ 690.68 per share, on a preferential basis by way of private placement to the Licensor.

* Number of equity shares presented are before sub-division and bonus issue.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

11.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

	March 31, 2026		March 31, 2025	
	Nos.	₹ in Crores	Nos.	₹ in Crores
At the beginning of the year	77,062,434	77.06	75,630,045	75.63
Add : Issued during the year	-	-	1,432,389	1.43
Balance before share split (Equity shares of ₹ 10 each)	77,062,434	77.06	77,062,434	77.06
Increase in equity shares on sub-division of 1 equity share of face value of ₹ 10 each into 5 equity shares of face value of ₹ 2 each (refer note 27.1.1)	308,249,736	-	-	-
Increase in equity shares on bonus issue of 2 equity share for every 1 equity shares held (refer note 27.1.2)	770,624,340	154.13	-	-
Issue of equity shares [refer note (11.2.9)]	23,820,811	4.76	-	-
At the end of the year	1,179,757,321	235.95	77,062,434	77.06

11.4 Terms/rights attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 2 each (March 31, 2025: ₹ 10 each-refer note 27.1.1). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year, the Company has not declared any dividend.

In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to number of equity shares held by shareholders.

11.5 Shares held by holding/ultimate holding company and/or their subsidiaries/associates

As of March 31, 2026 and March 31, 2025 there is no holding/ultimate holding company and/or their subsidiaries/associates for the Company.

11.6 Details of shareholders holding more than 5% shares in the Company:

	March 31, 2026		March 31, 2025	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of ₹ 2 each (March 31, 2025: ₹ 10 each) fully paid				
Kabru Investments Pte. Ltd.	68,234,415	5.78%	4,548,961	5.90%
Kangto Investments Pte. Ltd.	312,102,855	26.45%	20,806,857	27.00%
TPG SG Magazine Pte. Ltd.	127,153,020	10.78%	8,476,868	11.00%
Manipal Global Health Services, Mauritius	232,147,755	19.68%	15,476,517	20.08%
Imperius Healthcare Investments Pte Ltd.	209,609,340	17.77%	13,973,956	18.13%
Manipal Education and Medical Group India Private Limited	63,384,915	5.37%	4,225,661	5.48%

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

11.7 Details of shareholding by the promoters of the Company#

As at March 31, 2026

(₹ in Crores)

Promoter Name	No. of shares as at March 31, 2026#	% of Total Shares
Dr. Ranjan Ramdas Pai	21,80,790	0.18%
Manipal Global Health Services	23,21,47,755	19.68%
MEMG International Limited	-	0.00%
Kangto Investments Pte. Ltd.	31,21,02,855	26.45%
Imperius Healthcare Investments Pte. Ltd.	20,96,09,340	17.77%
Kabru Investments Pte. Ltd.	6,82,34,415	5.78%

#The Company has filed Draft Red Herring Prospectus with Securities Exchange Board of India on March 23, 2026 wherein Dr. Ranjan Ramdas Pai, Manipal Global Health Services, MEMG International Limited, Kangto Investments Pte. Ltd., Imperius Healthcare Investments Pte. Ltd. and Kabru Investments Pte. Ltd. have been identified as promoters pursuant to First Amendment Agreement dated March 06, 2026 to the Shareholders' Agreement dated April 06, 2023 approved by the Board of directors of the Company on March 04, 2026.

11.8 Shares allotted for consideration other than cash

Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	March 31, 2026	March 31, 2025
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	770,624,340	-
Equity shares issued on account of acquisition of Brand	23,820,811	-

11.9 As at March 31, 2026, and March 31, 2025 the Company does not have any shares reserved for issue under options and contracts or commitments for the sale of shares except Employee Stock Option Plans (refer note 32).

12 OTHER EQUITY

(₹ in Crores)

	March 31, 2026	March 31, 2025
12.1 Securities premium		
Balance at the beginning of the year	3,414.21	2,665.64
Utilised for issue of bonus shares (refer note 27.1.2)	(154.13)	-
Add: Issue of equity shares during the year [refer note (11.2.9)]	1,645.26	748.57
Balance at the end of the year	4,905.34	3,414.21
12.2 Share options outstanding account		
Balance at the beginning of the year	33.94	-
Add: Share based payments for the year (refer note 22)	29.81	33.94
Balance at the end of the year	63.75	33.94
12.3 General reserve		
Balance at the beginning of the year	2.80	2.80
Add: Addition during the year	-	-
Balance at the end of the year	2.80	2.80
12.4 Retained earnings		
Balance at the beginning of the year	1,689.40	1,154.10
Add: Profit for the year	429.97	535.30
Balance at the end of the year	2,119.37	1,689.40
12.5 Re-measurement of defined benefit plans		
Balance at the beginning of the year	(2.84)	(0.33)
Add: OCI for the year (net of tax)	(0.90)	(2.51)
Balance at the end of the year	(3.74)	(2.84)
Total of other equity	7,087.52	5,137.51



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

13 NON-CURRENT FINANCIAL LIABILITIES

13.1 Borrowings (secured unless other-wise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Non-current Borrowings		
Term loan from banks (refer note 13.1.1 to 13.1.2)	1,373.35	1,092.73
Term loan from financial institutions (refer note 13.1.1 to 13.1.2)	690.84	721.81
Loan for purchase of assets from banks (refer note 13.1.3 and 13.1.4)	10.03	12.28
(A)	2,074.22	1,826.82
Less: Current maturities - disclosed under the head short term borrowings		
Term loan from banks	114.62	119.94
Term loan from financial institutions	35.00	31.50
Loan for purchase of assets from banks	3.61	3.84
(B)	153.23	155.28
(A-B)	1,920.99	1,671.54

13.1.1 Details of principal outstanding, effective interest rate and repayment terms for borrowings from bank and financial institutions:-

As at March 31, 2026

Particulars	Interest Rate as on March 31, 2026	Frequency	Number of structured installments	Year of Maturity	Principal Outstanding (net of transaction cost)
Secured Term loan (Bank 1)	7.07% - 7.17%	Quarterly	Upto 52 Installments	Upto September 30, 2040	605.57
Secured Term loan (Bank 2)	6.87% - 7.22%	Quarterly	Upto 41 Installments	Upto March 31, 2040	422.83
Secured Term loan (Bank 3)	7.12%	Quarterly	Upto 40 Installments	Upto October 31, 2033	98.22
Secured Term loan (Bank 4)	7.15%	Quarterly	Upto 40 Installments	Upto February 06, 2033	64.25
Secured Term loan (Bank 5)	7.25%	Quarterly	Upto 40 Installments	Upto March 31, 2036	182.48
Secured Term loan (Financial instituion 1)	8.75%	Quarterly	Upto 40 Installments	Upto September 30, 2032	281.75
Secured Term loan (Financial instituion 2)	7.85%	Quarterly	Upto 80 Installments	Upto December 31, 2049	409.09
Total					2,064.19

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

As at March 31, 2025

Particulars	Interest Rate as on March 31, 2025	Frequency	Number of structured installments	Year of Maturity	Principal Outstanding (net of transaction cost)
Secured Term loan (Bank 1)	8.17% - 8.19%	Quarterly	Upto 52 Installments	Upto March 31, 2040	317.24
Secured Term loan (Bank 2)	8.10% - 8.22%	Quarterly	Upto 41 Installments	Upto March 31, 2040	406.53
Secured Term loan (Bank 3)	8.25%	Quarterly	Upto 40 Installments	Upto October 31, 2033	110.01
Secured Term loan (Bank 4)	8.15%	Quarterly	Upto 40 Installments	Upto February 06, 2033	76.47
Secured Term loan (Bank 5)	8.25%	Quarterly	Upto 40 Installments	Upto March 31, 2036	182.48
Secured Term loan (Financial instituion 1)	8.75%	Quarterly	Upto 40 Installments	Upto September 30, 2032	312.77
Secured Term loan (Financial instituion 2)	8.25%	Quarterly	Upto 80 Installments	Upto December 31, 2049	409.04
Total					1,814.54

13.1.2 The terms and conditions of all the term loans from banks and financial institutions are similar and are as follows:

During the year ended March 31, 2026 and March 31, 2025, the Company entered into facility agreement with its lenders and offered consolidated security as below:-

- first ranking pari passu Security Interest over all movable fixed assets and current assets of the Company along with MHEIPL, MHDPL, MHBPL & MHPL including but not limited to movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, intangible assets (including goodwill, trademarks and patents) and all other movable properties of whatsoever nature (both present and future) (other than any debt service reserve amounts (including in the form of fixed deposits or lien marked mutual funds) or debt service reserve accounts required to be maintained or maintained with respect to the Facilities) as per the facility agreement;
- first ranking pari passu Security Interest over specific Immovable Properties of the Company, MHEIPL, MHDPL, & MHPL.
- first ranking pari passu Security Interest, by way of hypothecation, over all leasehold improvements of all Immovable Properties and Excluded Properties.
- exclusive Security Interest over the debt service reserve amounts (including in the form of fixed deposits or lien marked mutual funds) or debt service reserve accounts required to be maintained or maintained with respect to such Facility).

13.1.3 Details of principal outstanding, rate of interest and repayment terms for loan for purchase assets:-

	March 31, 2026	March 31, 2025
Principal outstanding (₹ in Crores)	10.03	12.28
Rate of interest	(7.05% to 8.50%)	(7.35% to 9.75%)
Year of repayment	2026 to 2032	2025 to 2033

13.1.4 The Company obtained vehicle under financing arrangements from Bank and secured against such vehicle.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

13.2 Lease liabilities

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	689.36	330.88
Add: New leases during the year	431.86	372.55
Add: Interest accrued	79.82	35.10
Add: Interest capitalised	5.78	7.08
Less: Interest paid	(79.82)	(35.10)
Less: Lease rent paid*	(28.97)	(20.67)
Less: Lease reversals/adjustments	(7.61)	(0.48)
	1,090.42	689.36
Non-current	1,057.97	654.49
Current	32.45	34.87

*includes lease rent paid to related parties (refer note 28).

The Company had total cash outflows for short term leases and low value leases of March 31, 2026: ₹ 25.57 Crores (March 31, 2025 ₹ 20.16 Crores) (refer note 25).

13.2.1 Notes

The Company has taken on lease certain building for hospital operations, hostels for staff, equipments, office spaces and certain software for use in the course of its business.

Refer notes 2.2(h) in relation to accounting policy for leases.

Refer note 4 for depreciation charge for right-of-use assets by class of underlying asset and additions to right-of-use assets and the carrying amount of right-of-use assets at the end of the reporting year by class of underlying asset.

Refer note 25.1 in relation to short term leases and leases of low-value assets accounted for applying paragraph 6 of Ind AS 116.

Refer note 34(c) disclosure on maturity analysis of lease payments.

Refer note 38 disclosure on cash outflows for lease liabilities.

13.3 Other financial liabilities

(₹ in Crores)

	March 31, 2026	March 31, 2025
Fair value of financial guarantee (refer note 28)	1.67	-
	1.67	-

14 PROVISIONS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Non-current		
Provision for employee benefits		
Provision for gratuity (refer note 31)	3.00	1.60
	3.00	1.60

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

15 TAXES

The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Statement of Profit and loss:		
Current income tax:		
Current income tax charge	76.55	155.47
Adjustment of tax relating to earlier years	(0.53)	-
	76.02	155.47
Deferred tax:		
Origination and reversal of temporary differences	57.79	(42.12)
	57.79	(42.12)
Tax expense reported in the statement of profit or loss	133.81	113.35
OCI section		
Deferred tax related to items recognised in other comprehensive income during the year		
Tax on net loss on remeasurement of defined benefit plan	(0.31)	(0.84)
Tax credit reported in other comprehensive income	(0.31)	(0.84)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Profit before tax	563.78	648.65
Statutory income tax rate of 25.17%	141.90	163.27
Impact of statutory tax rate changes on capital gains	-	(46.62)
Tax effect of non-deductible expenses	(2.24)	2.37
Tax effect of difference in rate between statutory income tax and long term capital gain tax	(4.85)	-
Deferred tax recognised basis resonable certainty	-	(3.18)
Others	(1.00)	(2.49)
	133.81	113.35

Deferred tax

(₹ in Crores)

	Recognised in balance sheet		Recognised in profit and loss and other comprehensive income	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Property plant equipment and Intangible assets:	(462.48)	(290.66)	(171.82)	52.92
Impact of difference between tax depreciation as per Income Tax Act, 1961 over depreciation/ amortisation as per Companies Act, 2013.				
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis*#	312.81	202.86	109.95	(102.37)
Provision for doubtful debts and advances	13.83	10.04	3.79	(3.23)
Fair valuation of investments in mutual funds	(11.25)	(16.52)	5.27	2.64
Deferred tax on short term capital loss	-	-	-	6.43
Deferred tax on long term capital loss	0.71	5.38	(4.67)	0.24
Provision for impairment of investment	0.73	0.73	-	0.41
Deferred tax expense	-	-	(57.48)	-
Net deferred tax (liabilities)	(145.65)	(88.17)	-	(42.96)

*Includes items under 43B such as Leave encashment, gratuity and bonus.

#Gratuity amount routed through Other Comprehensive Income pertaining to remeasurement of defined benefit plan.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Reflected in the balance sheet as follows:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Deferred tax assets	328.08	219.01
Deferred tax liabilities	(473.73)	(307.18)
Deferred tax liabilities (net)	(145.65)	(88.17)

Reconciliation of deferred tax liability:

Deferred tax liabilities has not been recognised on temporary differences in relation to investment in subsidiaries, joint ventures and associates gross investment value amounting to ₹ 3,623.95 Crores (March 31, 2025: ₹ 3,637.91 Crores), as the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary differences will not reverse in foreseeable future.

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	(88.17)	(131.13)
Tax charge during the year recognised in profit or loss	(57.79)	42.12
Subtotal	(57.79)	42.12
Tax charge during the year recognised in OCI	0.31	0.84
Closing balance	(145.65)	(88.17)

16 CURRENT FINANCIAL LIABILITIES

16.1 Borrowings (Short term)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Term loan from banks (refer note 13.1.1 to 13.1.2)	114.62	119.94
Term loan from financial institutions (refer note 13.1.1 to 13.1.2)	35.00	31.50
Loan for purchase of assets from banks (refer note 13.1.3 and 13.1.4)	3.61	3.84
Interest accrued but not due on borrowings (refer note 13.1)	1.17	-
	154.40	155.28

16.2 Trade payables

(₹ in Crores)

	March 31, 2026	March 31, 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 39)	17.07	11.48
- total outstanding dues of creditors other than micro enterprises and small enterprises	516.88	400.56
	533.95	412.04

16.1.1 For details relating to payable to related parties refer note 28.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

16.2.2 Ageing for trade payables from the due date of payment for each of the category mentioned above:

As at March 31, 2026

Particulars	Outstanding for following periods from due date of payment					
	Not due (including provision for expense)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	14.81	2.26	-	-	-	17.07
Outstanding dues of creditors other than micro enterprises and small enterprises	449.70	48.77	6.70	1.26	10.45	516.88
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	464.51	51.03	6.70	1.26	10.45	533.95

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not due (including provision for expense)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	10.22	1.26	-	-	-	11.48
Outstanding dues of creditors other than micro enterprises and small enterprises	318.37	67.04	1.67	4.16	9.32	400.56
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	328.59	68.30	1.67	4.16	9.32	412.04

16.3 Other financial liabilities

(₹ in Crores)

	March 31, 2026	March 31, 2025
Interest accrued but not due on borrowings (refer note 16.3.1)	-	1.33
Capital creditors (refer note 16.3.2)	159.86	46.04
Sundry deposits	0.67	1.08
Retention money	14.84	9.48
Other payables	0.10	0.09
Fair value of financial guarantee (refer note 28)	3.72	-
	179.19	58.02

16.3.1 The details of interest rates, repayment and other terms are disclosed under note 13.1.

16.3.2 As at March 31, 2026, outstanding amount of ₹ 9.74 Crores (March 31, 2025: ₹ 2.76 Crores) is due to micro and small enterprises. There are no interest due or outstanding on the same. There were no amounts paid to micro and small enterprises beyond the appointed date during the current and the previous years.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

17 OTHER CURRENT LIABILITIES

(₹ in Crores)

	March 31, 2026	March 31, 2025
Statutory dues	186.51	17.59
Advance received from customer [refer note 19(b)]	7.30	11.64
Stamp duty payable	6.95	10.08
Donation and other funds	13.36	13.70
	214.12	53.01

18 PROVISIONS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Current		
Provision for employee benefits		
Provision for compensated absences	23.99	25.77
	23.99	25.77

19 REVENUE FROM OPERATIONS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Revenue from goods and services*		
Hospital services	3,446.78	2,986.14
Pharmacy sales	169.15	143.19
	3,615.93	3,129.33
Less: Discounts#	(74.69)	(58.55)
Total revenue from contract with customers (A)	3,541.24	3,070.78
Other operating revenues		
Occupational health centre and ambulance service	23.36	20.73
Management fees from hospitals	0.11	0.10
Rental income*	4.63	4.06
Others	14.79	8.43
Total (B)	42.89	33.32
Total (A+B)	3,584.13	3,104.10

*includes transactions with related parties (refer note 28).

#primarily from hospital services.

a) The revenue from contracts with customer at disaggregation is provided above.

b) Changes in contract liabilities- Advance received from customers.

(₹ in Crores)

	March 31, 2026	March 31, 2025
Balance at the beginning of the year	11.64	8.80
Less: Revenue recognised that was included in the balance at the beginning of the year (refer note 17)	(11.64)	(8.80)
Add: Increase due to advance from patients received, net of unbilled revenue (refer note 17)	7.30	11.64
Balance at the end of the year	7.30	11.64
Expected revenue recognition from remaining performance obligations:		
- Within one year	7.30	11.64

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

c) Contract balances

(₹ in Crores)

	March 31, 2026	March 31, 2025
Receivables		
- Trade receivables	262.15	190.74
Contract liabilities		
- Advance received from customer	7.30	11.64

Unbilled revenue is relating to the service rendered where the invoicing is not done and Trade receivable are non-interest bearing and are generally on a terms of 30 to 120 days.

Contract liabilities relates to the advances received from the customers to deliver the hospital service. There is no significant changes in the contract liabilities during the year.

d) Timing of revenue recognition

(₹ in Crores)

	March 31, 2026	March 31, 2025
Revenue recognised over the time	2,664.29	2,299.42
Revenue recognised at a point in time	951.64	829.91
Less: Discounts	(74.69)	(58.55)
Total revenue from contract with customers	3,541.24	3,070.78

20 OTHER INCOME

(₹ in Crores)

	March 31, 2026	March 31, 2025
Profit on sale of investments in mutual funds (net)	31.76	26.87
Fair value gain on financial instruments at FVTPL	37.36	44.15
Financial Guarantee contract (amortised)	2.04	-
Profit on sale of property, plant and equipment (net)	0.89	0.33
Reversal of impairment on investments in subsidiaries	-	2.60
Foreign exchange gain (net)	-	0.04
<i>Interest income:-</i>		
Interest on inter corporate deposit (refer note 28)	22.40	22.08
Interest income on financial assets at amortised cost	18.45	3.23
Interest income on bank deposits	3.25	1.28
Interest income on income tax refund	1.29	-
Interest income on defined benefit obligation (net) (refer note 31)	-	0.08
	117.44	100.66

21 CHANGES IN INVENTORIES OF MEDICAL CONSUMABLES AND PHARMACY ITEMS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Pharmacy items		
Inventory at the beginning of the year	16.54	18.25
Less: Inventory at the end of the year	(25.87)	(16.54)
	(9.33)	1.71
Other medical consumables		
Inventory at the beginning of the year	11.11	12.70
Less: Inventory at the end of the year	(17.05)	(11.11)
	(5.94)	1.59
	(15.27)	3.30

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

22 EMPLOYEE BENEFITS EXPENSE

(₹ in Crores)

	March 31, 2026	March 31, 2025
Salaries, wages and bonus	476.68	397.26
Contribution to provident and other funds (refer note 31)	28.53	22.68
Gratuity expenses (refer note 31)	7.28	5.66
Share based payments (refer note 32)	29.81	33.94
Staff welfare expenses	50.75	33.62
	593.05	493.16

23 FINANCE COSTS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Bank charges	6.92	10.32
Interest		
<i>measured at amortised cost</i>		
- on bank and financial institution loan	113.52	102.57
- on vehicle loan	0.91	1.03
Interest on lease liabilities (refer note 13.2)	79.82	35.10
Interest on defined benefit obligation (refer note 31) (net)	0.33	-
Loan processing fees		
- on financial liabilities measured at amortised cost	1.87	-
Total interest expense	196.45	138.70
	203.37	149.02

24 DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Crores)

	March 31, 2026	March 31, 2025
Depreciation of property, plant and equipment (refer note 3.1)	158.45	110.62
Depreciation of right of use assets (refer note 4)	54.23	31.55
Amortisation of other intangible assets (refer note 4)	10.02	6.82
	222.70	148.99

25 OTHER EXPENSES

(₹ in Crores)

	March 31, 2026	March 31, 2025
Doctors professional fees*	758.22	611.10
House keeping, including consumables	93.82	79.01
Power and fuel and other utilities	35.29	32.09
Security charges	23.66	18.74
Rent (refer note 25.1)*	25.57	20.16
Contractual manpower	50.55	37.26
Rates and taxes	4.71	2.79
Insurance*	4.74	4.91
Repairs and maintenance		
- Buildings	5.00	4.52
- Plant and machinery	30.26	31.19
- Others	65.54	58.64

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Corporate social responsibility (refer note 37 & note 28)*	9.31	7.90
Advertising and sales promotion	169.75	143.71
Travelling and conveyance	14.98	14.06
Communication costs	2.73	2.59
Printing and stationery	12.40	10.73
Legal and professional fees*	46.87	47.71
Director sitting fee	0.10	-
Payment to auditors (refer note 25.2)	2.84	2.90
Bad debts/advances written off	15.67	8.53
Loss allowance/(reversal) on trade receivables	14.66	13.37
Loss allowance/(reversal) on other receivables	0.38	(0.53)
Foreign exchange loss (net)	1.21	-
Miscellaneous expenses	6.16	5.80
	1,394.42	1,157.18

*includes transactions with related parties (refer note 28).

25.1 Represents amounts incurred by the Company towards expenses relating to short-term leases, leases of low-value assets and ineligible GST on lease payments written off. Also refer note 2.2(h).

25.2 Payment to auditors*

(₹ in Crores)

	March 31, 2026	March 31, 2025
As auditor:		
Audit fees	1.46	1.80
Limited review	0.94	0.65
In other capacity:		
Reimbursement of expenses	0.44	0.45
	2.84	2.90

*Amount inclusive of Goods and Service Tax (GST).

26 EXCEPTIONAL ITEMS

- (i) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws.

The Company has assessed the financial implications of these changes, based on the best available information and in line with guidance provided by the Institute of Chartered Accountants of India, which has resulted in increase of provision for employee benefits by ₹ 10.80 Crores. Considering the impact arising out of an enactment of the new legislation is an event of non-recurring nature, the Company has presented this incremental amount as "Impact of Labour Codes" under "Exceptional Item" in the Standalone Statement of Profit and Loss for the year ended March 31, 2026.

The Company continues to monitor the finalisation of relevant rules and clarifications from the Government on all aspects of the labour codes and would accordingly take necessary steps for compliance thereof and also provide appropriate accounting effect on the basis of such developments, as needed.

- (ii) The Company has agreed for a discretionary one-time incentive to certain employees in recognition of their contribution to the Company's growth. The incentive is subject to a clawback condition linked to continued employment, as per the terms of the agreement. The Company has recognised expense of ₹ 10.84 Crores for the amortised portion of incentive cost for the year ended March 31, 2026.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

27 EARNINGS PER SHARE (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Profit attributable to the equity shareholders for basic EPS	429.97	535.30
Weighted average number of equity shares for calculating basic EPS	7,70,62,434	7,68,09,566
Effect of share split (refer note 27.1.1)	38,53,12,170	38,40,47,829
Effect of bonus issue (refer note 27.1.2)	77,06,24,340	76,80,95,658
Issue of equity shares during the year [refer note (11.2.9)]	13,05,250	-
Weighted average number of equity shares for calculating basic EPS considering share split and bonus issue	1,15,72,41,760	1,15,21,43,487
Effect of dilution:		
Stock option granted under ESOP Schemes	61,95,597	-
	1,16,34,37,357	1,15,21,43,487
Basic earnings per share (₹)	3.72	4.65
Diluted earnings per share (₹)	3.70	4.65

27.1.1 During the year ended March 31, 2026, the Company sub-divided its equity shares by reducing the nominal value of each equity share from ₹ 10 to ₹ 2. Accordingly, each equity share of ₹ 10 was sub-divided into five equity shares of ₹ 2 each. As a result, the Authorised Capital of ₹ 135.00 Crores which was earlier divided into 135,000,000 equity shares of ₹ 10 each was changed to 675,000,000 equity shares of ₹ 2 each and the Issued and Paid up Capital of ₹ 77.06 Crores which was earlier divided into 77,062,434 equity shares of ₹ 10 each was changed to 385,312,170 equity shares of ₹ 2 each.

27.1.2 During the year ended March 31, 2026, bonus issue of equity shares in the ratio of 2:1, i.e., two equity shares for every one equity share held was issued and allotted to existing shareholders. To accommodate the bonus issue, the Authorised Share Capital was increased from ₹ 135.00 Crores divided into 675,000,000 equity shares of ₹ 2 each to ₹ 255.00 Crores divided into 1,275,000,000 equity shares of ₹ 2 each. Upon allotment of bonus shares, an amount of ₹ 154.13 Crores have been capitalised from the Company's securities premium.

In compliance with IND AS - 33 Earnings Per Share, the disclosure of basic and diluted earnings per share for all years presented has been arrived at after giving effect to the above sub-division and bonus issue.

28 RELATED PARTY TRANSACTIONS

(a) Names of related parties where control exists irrespective of whether transactions have occurred or not:

Enterprises/Individuals having joint control over the Company	- Kabru Investments Pte. Ltd. - Kangto Investments Pte. Ltd. - Imperius Healthcare Investments Pte Ltd. - Manipal Global Health Services, Mauritius - Manipal Education and Medical Group India Private Limited - Cypress Holdings - Dr. Ranjan Pai - TPG SG Magazine Pte. Ltd. (upto March 05, 2026) @
Subsidiaries	- Manipal Health Enterprises International Pte. Ltd., Singapore - Manipal Hospitals (Dwarka) Private Limited ("MHDPL") - Healthmap Diagnostics Private Limited ("Healthmap") - Manipal Hospitals Private Limited ("MHPL") - Manipal Hospitals (Bengaluru) Private Limited ("MHBPL") - Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited) (w.e.f July 01, 2024)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Stepdown Subsidiary	- Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited) - Medcis Pathlabs India Private Limited (upto December 22, 2024) - Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited) (w.e.f July 01, 2024) - Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited) (w.e.f July 01, 2024) - North Bengal Oncology Centre Private Limited ('NBOCPL') (from July 01, 2024 to March 07, 2025) (On March 07, 2025, NBOCPL was voluntarily liquidated) - Sahyadri Hospitals Private Limited ("SHPL") (w.e.f October 03, 2025) - Sahyadri Karad Hospitals Private Limited ("Karad Hospitals") (w.e.f October 03, 2025) - Surya Hospitals Private Limited ("Surya Hospitals") (w.e.f October 03, 2025) - Saideep Healthcare and Research Private Limited ("Saideep") (w.e.f October 03, 2025)
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(b) Names of other related parties as per Ind AS 24:

Associate	- Igenetic Diagnostics Private Limited [also, refer note 5.1(B)]
Joint venture	- Terrals technologies Private Limited [also, refer note 5.1(C)]
Other related parties (Enterprise over which KMP has significant influence)	- Manipal Health Systems Private Limited - MEMG International India Private Limited - Manipal Global Health Services, Mauritius - ManipalCigna Health Insurance Company Limited - Polaris Healthcare Investments Pte. Ltd. - Stempeutics Research Private Limited - Manipal Academy of Higher Education - Merittrac Services Private Limited - UNext Learning Private Limited - Manipal Foundation
Key Management Personnel	- Dr. H. Sudarshan Ballal, Director and Non-Executive Chairman - Mr. Dilip Jose, Managing Director and Chief Executive Officer - Dr. Ranjan R Pai, Director - Mr. Puneet Bhatia, Director - Mr. Vaitheeswaran Seetharaman, Director (upto January 23, 2026) - Mr. Narayanan Kumar, Nominee Director (upto January 21, 2026) - Mr. Syed Fidah Bin Ismail Alsagoff, Director (upto June 13, 2025) - Mr. Ved Prakash Kalanoria, Director - Mr. Ravi Lambah, Director - Mr. Kaikhushru Shiavax Nargolwala, Director (upto January 16, 2026) - Ms. Varini Sharma, Director (upto March 18, 2026) - Mr. Subramaniam Somasundaram, Director (w.e.f February 18, 2026) - Ms. Revathy Ashok, Director (w.e.f February 18, 2026) - Mr. Vinesh Kumar Jairath, Director (w.e.f February 18, 2026)

@ The Shareholders' Agreement dated April 06, 2023 between Temasek Group, TPG Group, MGHS Group (together, the "Shareholders"), read with the Deed of Adherence dated July 18, 2023, conferred certain reserved matters upon the Shareholders, which were regarded as substantive rights granting joint control in accordance with the applicable accounting standards, to the Shareholders over the Company.


NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The Shareholders executed an amendment to the Agreement on March 06, 2026, pursuant to which such reserved matters were amended solely with respect to TPG SG Magazine Pte. Ltd. "TPG", and the revised rights conferred upon TPG are considered protective in nature. In accordance with the principles of Ind AS 110, protective rights do not confer the ability to direct the relevant activities of the Company. Consequently, TPG no longer retains joint control in accordance with the applicable accounting standards, over the Company.

(c) Names of additional related parties as per Companies Act, 2013:

Chief Operating Officer	- Mr. Karthik Rajagopal (w.e.f November 25, 2025)
Chief Financial Officer	- Mr. Sameer Agarwal
Company Secretary	- Sathish Kolar Ramamoorthy

Transactions with the above related parties during the year ended:

(₹ in Crores)

Name of related party	Nature of transaction	March 31, 2026	March 31, 2025
Manipal Hospitals (Dwarka) Private Limited	Recovery of expenses incurred on behalf of the related party	81.10	69.97
	Reimbursement of expenses incurred on behalf of the Company	0.51	0.65
	Amount received from related party [#]	88.69	77.53
	Inter corporate deposits (ICD) Given	273.01	169.81
	Inter corporate deposits (ICD) Repayment received	254.54	203.23
	Interest Income received on ICD repayment	25.50	27.07
	Amount paid to related party [#]	4.00	-
	Interest Income on ICD	21.68	22.08
	Sale of Equity shares of MHSPL	0.00*	-
	Sale of medical pharmacies/consumables (net of returns)	0.46	0.41
Manipal Health Systems Private Limited	Rent expense	0.26	0.26
	Amount paid to related party [#]	0.28	0.17
Healthmap Diagnostics Private Limited	Recovery of expenses incurred on behalf of the related party	0.03	-
	Amount paid to related party [#]	6.81	6.43
	Amount received from related party [#]	-	0.11
	Hospital Services rendered	-	0.05
MEMG International India Private Limited	Hospital Services received	7.81	7.35
	Hospital Services rendered	0.01	0.00*
	Amount paid to related party [#]	154.92	14.89
	Royalty charges (included under legal and professional expense)	16.16	15.64
	Purchase of "M" brand	1,947.02	-
ManipalCigna Health Insurance Company Limited	Issue of Equity shares for purchase of "M" brand	1,650.02	-
	Insurance expense	-	8.65
Polaris Healthcare Investments Pte. Ltd.	Amount received from related party [#]	0.08	-
	Payment made for acquisition of MHSPL	-	1,012.86
Kangto Investments Pte. Ltd.	Recovery of legal & professional expenses incurred on behalf of the related party	-	0.27
	Amount received from related party [#]	0.27	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

Name of related party	Nature of transaction	March 31, 2026	March 31, 2025
Stempeutics Research Private Limited	Rent income	0.23	0.23
	Amount received from related party [#]	0.22	0.23
	Hospital Services rendered	0.01	0.01
Remuneration to key management personnel (KMP)	Short-term employee benefits [^]	21.92	9.71
	Other long-term benefits	-	0.01
	Director sitting fees (Independent directors)	0.10	-
	Doctors professional fees	10.44	4.59
Manipal Academy of Higher Education	Reimbursement of expenses incurred on behalf of the Company	11.27	7.47
	Hospital Services rendered	60.62	50.99
	Purchase of medical pharmacies/ consumables (net of returns)	0.05	-
	Lease rent expense	3.30	3.03
	Amount received from related party [#]	45.50	39.89
Manipal Hospitals Private Limited	Hospital Services rendered	8.35	9.85
	Hospital Services received	3.75	2.28
	Sale of medical pharmacies/consumables (net of returns)	7.54	1.80
	Recovery of expenses incurred on behalf of the related party	262.40	225.23
	Reimbursement of expenses incurred on behalf of the Company	10.87	3.16
	Corporate guarantee commission (including GST) ^{&}	26.55	-
	Amount received from related party [#]	295.16	262.04
	Amount paid to related party [#]	2.11	20.00
	Sale of Equity shares of MHSPL	0.00 [*]	-
	Purchase of medical pharmacies/ consumables (net of returns)	0.17	0.26
	Recovery of expenses incurred on behalf of the related party	32.62	25.20
	Amount received from related party [#]	27.61	21.79
Manipal Hospitals (Bengaluru) Private Limited	Amount paid to related party [#]	1.00	0.62
	Hospital Services rendered	0.43	0.82
	Hospital Services received	0.14	0.66
	Reimbursement of expenses incurred on behalf of the Company	6.82	3.81
	Sale of Equity shares of MHSPL	0.00 [*]	-
	Proceeds from redemption of 10% Redeemable Preference shares	13.96	-
	Sale of medical pharmacies/consumables (net of returns)	0.13	0.03
	Hospital Services rendered	0.62	0.86
	Amount received from related party [#]	0.50	0.81
Manipal Foundation	Corporate Social Responsibility expenditure	9.31	7.90
	Amount paid to related party [#]	9.31	7.90

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

Name of related party	Nature of transaction	March 31, 2026	March 31, 2025
Manipal Hospitals (East) India Private Limited	Reimbursement of expenses incurred on behalf of the Company	1.08	0.15
	Recovery of expense incurred on behalf of related party	167.55	143.00
	Sale of assets	0.02	-
	Amount received from related party [#]	174.41	143.59
	Amount paid to related party [#]	10.81	1.14
	Purchase of medical pharmacies/consumables (net of returns)	0.05	-
	Sale of medical pharmacies/consumables (net of returns)	0.08	0.00*
Merittrac Services Private Limited	Staff welfare expenses	-	0.24
	Amount paid to related party [#]	-	0.24
Manipal Hospitals Bengal Private Limited	Recovery of expenses incurred on behalf of the related party	12.02	-
	Reimbursement of expenses incurred on behalf of the Company	0.03	-
	Amount received from related party [#]	18.62	-
	Amount paid to related party [#]	8.11	-
	Sale of medical pharmacies/consumables (net of returns)	0.00*	-
	Inter corporate deposits (ICD) given	36.00	-
	Inter corporate deposits (ICD) repayment received	36.00	-
	Purchase of medical pharmacies/consumables (net of returns)	0.04	-
	Interest Income received on ICD repayment	1.18	-
	Interest Income on ICD	1.31	-
Manipal Hospitals Synergie Private Limited	Reimbursement of expense incurred on behalf of the Company	0.14	-
	Amount paid to related party [#]	0.44	-
Manipal Hospitals Eastern India Private Limited	Recovery of expense incurred on behalf of related party	99.40	84.36
	Amount received from related party	97.84	85.56
	Sale of medical pharmacies	0.01	-
	Purchase of medical pharmacies/consumables (net of returns)	0.04	-
	Reimbursement of expense incurred on behalf of the Company	0.39	-

*Represents value less than ₹ 0.01 Crores.

[^]Short-term employee benefits to KMP and does not include the provisions made with respect of gratuity and compensated absences, as they are determined on the Company as a whole.

& MHPL has issued 5,31,000 denominated, senior, unsecured, rated and listed nonconvertible debentures, having a face value of ₹ 1,00,000 each aggregating to ₹ 5,310 Crores for a term of 2 years. The coupon rate for the NCDs was determined at 9.03%. The NCDs are backed by corporate guarantee from MHEL.

[#]Amount paid to related party/amount received from related party represents amounts remitted or received towards settlement of related party transactions (as detailed in the table above).

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Balances payable to related parties are as follows:

(₹ in Crores)

Name of related party	Nature of balances	March 31, 2026	March 31, 2025
MEMG International India Private Limited	Trade payables	2.21	6.11
Key Management Personnel	Trade payables	7.75	0.12
Health Map Diagnostics Private Limited	Trade payables	1.19	0.93
Manipal Health Systems Private Limited	Trade payables	0.06	0.09
Manipal Hospital Eastern India Private Limited	Other payables	-	0.88

Balances receivable from related parties are as follows:

(₹ in Crores)

Name of related party	Nature of balances	March 31, 2026	March 31, 2025
Manipal Hospitals Private Limited	Other receivables	4.03	7.03
Manipal Hospitals (Bengaluru) Private Limited	Other receivables	0.51	0.47
Kangto Investments Pte. Ltd.	Other receivables	-	0.27
Manipal Hospitals Bengal Private Limited	Other receivables	1.43	-
Manipal Academy of Higher Education	Other receivables	4.76	4.25
Manipal Health Systems Private Limited	Security deposits	1.02	0.97
Manipal Hospitals (Dwarka) Private Limited	Other receivables	1.91	5.57
	Interest accrued on Inter Corporate Deposit	-	5.99
	Inter Corporate Deposit	234.03	215.56
ManipalCigna Health Insurance Company Limited	Advances to suppliers	-	0.02
Stempeutics Research Private Limited	Other receivables	0.11	0.09
Manipal Hospitals (East) India Private Limited	Other receivables	3.66	0.74
Manipal Hospitals Synergie Private Limited	Other receivables	0.30	-
Manipal Hospital Eastern India Private Limited	Other receivables	0.25	-
UNext Learning Private Limited	Other receivables	0.74	0.69

Terms and conditions of transactions with related parties

The above-mentioned transactions from/to related parties are made on terms equivalent to those that prevail in arm's length transactions. For the year ended March 31, 2026 and year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken at each financial year end through examining the financial position of the related party and the market in which the related party operates.

29 CONTINGENT LIABILITIES

(₹ in Crores)

	March 31, 2026	March 31, 2025
(A) Claims against the Company not acknowledged as debts		
i) Patient Compensation	9.26	13.17
ii) Income Tax Demand	4.58	53.39
iii) Indirect Tax Demand	3.57	14.83
(B) Guarantees		
i) Bank guarantees	1.19	1.12
	18.60	82.51

(A) (i) Patient Compensation

There are certain claims made against the Company in respect of patient compensation. The cases are pending with various Consumer Disputes Redressal Commissions. Based, on the legal counsel's views, the management does not expect these claims to succeed. Accordingly, no provision for liability has been recognised in the standalone financial statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

There are certain litigations for the period prior to February 18, 2014 as stated in Annexure 23 of the BTA entered by Manipal Hospitals (Jaipur) Private Limited (merged with Manipal Hospitals (Dwarka) Private Limited) with Soni Hospital Private Limited amounting to ₹ 5.03 Crores in respect of patient compensation. The cases are pending with various judicial authorities. Pursuant to Section 4.13 (iii and iv) of the BTA, any claims including penalties arising on these litigations shall be borne by Soni Hospital Private Limited.

The Company is confident that its position will be upheld for above litigations and accordingly the outcome of these will not have material effect on the Standalone Financial Statements.

(A) (ii) Income Tax Demand

The Company received two demand notices u/s 156 of the Income Tax Act, 1961 for Assessment Year ('AY') 2014-15 relating to disallowance of back-office charges, disallowance u/s 14A and demand of Dividend Distribution tax and non consideration of self-assessment tax paid. The Company filed an appeal before Commissioner of Income Tax ('CIT') (Appeals) and got favourable order for back-office charges. Subsequently, the Company filed an appeal with Income tax Appellate Tribunal ('ITAT') for disallowance u/s 14A and the Assessing Officer had filed an appeal with ITAT for back-office charges. Both matters were held in favour of the Company by the ITAT. In relation to demand of Dividend Distribution tax and non consideration of self assessment tax paid, the Company had filed a rectification request to the AO and the same is still pending disposal. Total contingency of ₹ 3.30 Crores (March 31, 2025 ₹ 3.30 Crores).

During the year ended March 31, 2019, the Company had received the ITAT order dated June 27, 2018, for AY 2011-12 in which ITAT had held that Manipal Health Systems Private Limited ('MHS') and Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) ('MHE') demerger is not a slump sale and also allowed the back-office expenses, partial depreciation and remanded back one matter to Assessing Officer. Against ITAT order, the department had filed an appeal in the High Court of Karnataka. Karnataka HC held the matters in favour of the Company except one matter which was previously remanded back to Assessing Offer for reconsideration. The matters of one consultancy fee and 14A disallowance are with AO for reconsideration having a tax impact of ₹ 1.28 Crores (March 31, 2025 ₹ 1.28 Crores).

During the year ended March 31, 2020, the Company has received the order U/s 143(3) of the Income Tax Act, 1961 for AY 2017-18 as per which AO has not allowed short term capital loss on account of relinquishment of its investment in the shares of a subsidiary and disallowed certain other expense consisting demand of ₹ 27.61 Crores. The Company had filed an appeal before CIT (Appeals) and on September 15, 2025, CIT(Appeals) held the matters in favour of the Company. The aforesaid appeal order has resulted in a tax impact of ₹ Nil (March 31, 2025: ₹ 27.61 Crores). Against this CIT(Appeals) order, department has filed an appeal with ITAT and the Company is confident that its position will be upheld for above Income Tax litigations and the likelihood of an adverse outcome is remote.

During the year ended March 31, 2021, the Company has received demand notices under section 156 of the Income-tax Act, 1961 for AY 2018-19 towards disallowance of back-office expenses, provision for doubtful debts, Ind-AS adjustment, disallowance under section 14A and set off of brought forward capital loss consisting demand of ₹ 21.20 Crores. The Company had filed an appeal before CIT (Appeals) against the demand notice. On September 15, 2025, CIT(Appeals) held the matters in favour of the Company. The aforesaid appeal order has resulted in a tax impact of ₹ Nil (March 31, 2025: ₹ 21.20 Crores). Against this CIT(Appeals) order, department has filed an appeal with ITAT and the Company is confident that its position will be upheld for above Income Tax litigations and the likelihood of an adverse outcome is remote.

The Company is confident that its position will be upheld for above income tax litigations and accordingly the outcome of these will not have material effect on the Standalone Financial Statements.

(A) (iii) Indirect Tax Demand

(a) The Company has received a show cause notice under section 124 of the Customs Act, 1962, for the financial year 2012-13, from Assistant Commissioner of Customs, as to why customs duty of ₹ 0.08 Crores (March 31, 2025 ₹ 0.08 Crores) with interest and penalty should not be demanded with regard to short payment of customs duty due to incorrect classification of goods.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- (b) The Company received a notice from the Commercial Tax officer, wherein a Luxury Tax adjustment of ₹ 2.40 Crores (March 31, 2025 ₹ 2.40 Crores) has been made on claim for improper exemption for financial years 2010-11, 2011-12 and 2012-13.
- (c) During the year ended March 31, 2021, the Company has received proposition notice for an amount of ₹ 1.09 Crores (March 31, 2025 ₹ 1.09 Crores) (including interest) from the Assistant Commissioner of Commercial Taxes, (Luxury Tax) asking to furnish the details of accommodation charges collected in ICU as well as in ward for 2012-13. The Company has replied to the department stating that the case is time barred and requested to drop the proceedings. Further there is no communication from the department. However, the same has been disclosed as contingent liability.
- (d) During the year ended March 31, 2025, the Company has received an order issued by Joint Commissioner for the period March'21 to September'22, wherein GST demand of ₹ 5.63 Crores and equal amount of ₹ 5.63 Crores as penalty with interest is raised towards Non- Payment of GST on Supply of COVID-19 vaccines and its related vaccination charges being preventive in nature, aggregating to ₹ 11.26 Crores. Aggrieved by the impugned order, the Company has filed a Writ before Hon'ble High Court of Karnataka and obtained the stay.

During the current year, the Hon'ble Supreme Court held that specialised medical services are preventive and curative in nature and is covered within the "Healthcare Services" exemption. Basis this allegation of the GST Deptt that Covid Vaccination would be subject to GST because it is preventive in nature, is nullified due to above SC judgement. The Company is confident that its position will be upheld for above litigations and the likelihood of an adverse outcome is remote.

Additionally, the Company is also involved in other disputes, lawsuits and claims, including commercial matters, which arise from time to time in the ordinary course of business. The Company believes that there are no such pending matters that are expected to have any material adverse effect on its Standalone Financial Statements. Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums /authorities. The Company is confident that its position will be upheld for above Indirect tax litigations and accordingly the outcome of these will not have material effect on the Standalone Financial Statements.

(C) Indemnities for performance given on behalf of third parties

During the year ended March 31, 2021, the Company has given indemnity against performance of third parties to RSDH (Malaysia) Sdn Bhd, MYR 36.96 Crores (March 31, 2025 MYR 36.96 Crores) equivalent to ₹ 853.22 Crores (March 31, 2025 ₹ 711.20 Crores) relating to the sale of Manipal Hospitals Sdn. Bhd., Malaysia.

- (D) The Company along with MHPL, MHBPL, MHDPL and MHEIPL have provided security to various lenders in the form of first ranking pari passu charge over Immovable properties including lease hold improvements, Movable Fixed Assets, Intangibles assets and Current Assets (as defined in the facility agreements) for the term loans amounting to ₹ 4,930.63 Crores (March 31 2025: ₹ 4,663.53 Crores) availed by the Company, MHPL, MHBPL, MHDPL, HCMCT (Silo), MHEIPL and MH Eastern.
- (E) The Company, as per the Employees' provident Fund (EPF) and Miscellaneous provisions Act, 1952 ('the Act') is required to contribute provident fund at a certain defined percentage on basic wages (including certain allowances) and along with employee's contribution it has to be deposited with the EPF authorities. On February 28, 2019, the Supreme Court of India held that allowances meeting certain conditions paid by establishments to its employees should also be considered as "basic wages" while computing provident fund amounts for employees whose basic wages is less than certain statutory thresholds. This court ruling may have an impact of increasing Company's liability towards provident fund contributions which is a defined contribution plan. However, the Company based on the legal advice in this EPF matter believes that there is a considerable uncertainty due to which provision cannot be estimated reliably of the retrospective impact on EPF contribution.

30 CAPITAL COMMITMENTS AND OTHER COMMITMENTS

As at March 31, 2026, the Company has a commitment towards purchase of capital assets of ₹ 938.60 Crores (March 31, 2025 ₹ 993.65 Crores) subject to fulfilment of certain conditions subsequent.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

31 EMPLOYEE BENEFIT PLAN

(i) Defined contribution plan:

Amount recognised and included in note 22, 'Contribution to provident and other funds' in statement of profit and loss of ₹ 28.53 Crores (March 31, 2025 ₹ 22.68).

(ii) Defined benefit plan:

The Company has a defined benefit gratuity plan. Under this plan, every employees who are entitled as per the Gratuity Act, gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The gratuity plan is a funded plan and the Company makes contributions to funds maintained with an insurance company. However, the Company has created a trust on March 30, 2013.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet.

(₹ in Crores)

	March 31, 2026	March 31, 2025
a) Statement of profit and loss and other comprehensive income		
i) Net employee benefit expense recognised in the statement of profit or loss		
Current service cost	7.28	5.66
Past service cost	4.93	-
Interest cost on benefit obligation	0.33	(0.08)
Net benefit expense charged to statement of profit or loss	12.54	5.58
ii) Remeasurement		
Return on Plan Assets, Excluding Interest Income	(0.20)	(0.25)
Actuarial changes arising from changes in financial assumptions	(2.31)	1.96
Actuarial changes arising from changes in demographic assumptions	-	0.80
Experience adjustments	3.72	0.84
Total amount recognised in other comprehensive income	1.21	3.35
b) Balance Sheet		
Defined benefit (plan assets)/obligation		
Non current	3.00	1.60
Current	-	-
Plan (asset)/liability	3.00	1.60
c) Change in projected benefit obligations		
Defined benefit obligation at the beginning of the year	1.60	(0.21)
Fair value of plan assets at the beginning of the year	48.92	40.55
Current service cost	7.28	5.66
Past service cost	4.93	-
Interest cost	3.48	2.79
Benefits paid	(3.32)	(2.56)
Remeasurement of (gain)/loss in other comprehensive income:		
Actuarial loss/(gain) arising from change in financial assumptions	(2.31)	1.96
Actuarial loss/(gain) arising from change in demographic assumptions	-	0.80
Actuarial loss/(gain) on account of experience adjustments	3.72	0.84
Liabilities settled on account of intergroup transfer	(0.03)	0.69
Fair value of plan assets at the end of the year	(61.27)	(48.92)
Obligations at the end of the year	3.00	1.60

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	March 31, 2026	March 31, 2025
d) Movement in the fair value of plan assets		
Fair Value of Plan Assets at the Beginning of the year	48.92	40.55
Interest income	3.15	2.87
Contributions by the Employer	12.32	7.81
Benefit Paid	(3.32)	(2.56)
Return on Plan Assets, Excluding Interest Income	0.20	0.25
Fair value of plan assets at the end of the year	61.27	48.92
e) Investment details of plan assets:		
Insurer managed funds	61.27	48.92
Total	61.27	48.92

The Company expects to pay ₹ 1.80 Crores in contributions to its defined benefit plans in FY 2026-27.

f) The principal assumptions used in determining gratuity liability for the Company's plan are shown below:

	March 31, 2026	March 31, 2025
Discount rate	7.15%	6.70%
Increase in compensation cost	6.00%	6.00%
Retirement Age	60 years	60 years

Employee turnover - for all age groups:

Age (Years)		Rate (p.a.)	
March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
21 - 30	21 - 30	24.63%	24.63%
31 - 34	31 - 34	10.17%	10.17%
35 - 44	35 - 44	8.34%	8.34%
45 - 50	45 - 50	2.87%	2.87%
51 - 54	51 - 54	1.63%	1.63%
55 - 59	55 - 59	3.92%	3.92%

As per Indian Assured lives Mortality (2012-14) Ult. [March 31, 2025: Indian Assured lives Mortality (2012-14) Ult].

The estimates of future salary increases, considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	0.5% Decrease		0.5% Increase	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Discount rate	4.01%	4.18%	(3.75)%	(3.90)%
Future salary growth	(3.81)%	(3.94)%	4.04%	4.19%

Maturity profile of defined benefit obligation:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Within 1 year	7.15	5.63
Between 2 and 5 years	27.18	18.71
Between 6 and 10 years	24.00	19.00
Beyond 10 years	69.97	54.84

The average duration of the defined benefit plan obligation at the end of the reporting period is 7.76 years (March 31, 2025: 8.07 years).



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

32 EMPLOYEE STOCK OPTION PLANS

The Company provides share-based payment schemes to its employees. The relevant details of respective schemes and grants are as below.

32.1 Manipal Health Enterprises Employee Stock Option Plan - 2024 ('New Scheme 2024')

During the year ended March 31, 2025, the board of directors approved equity settled Manipal Health Enterprises Employee Stock Option Plan - 2024 ('New Scheme 2024') for issue of stock options to the key employees and directors of the Company. According to the New Scheme 2024, the employee selected by the compensation committee from time to time are entitled to options, subject to satisfaction of the prescribed vesting conditions based on performance and passage of time. The contractual life (comprising the vesting period and the exercise period) of options granted is 11 years from the date of grant. The stock options granted under the scheme vest in a graded manner over the vesting period.

The relevant terms of the grant as per new Scheme are as below:

Vesting period	1 to 5 years
Exercise period	4 to 6 years
Expected Life	3.5 to 5 years
Exercise price	Ranges from ₹ 349.07 to ₹ 636 per option* (March 31, 2025: ₹ 5,236 per option)
Fair value of options as per Black Scholes model	Ranges from ₹ 51.60 to ₹ 244.31 per option* (March 31, 2025: Ranges from ₹ 802.36 to ₹ 1,173.86 per option)

	March 31, 2026		March 31, 2025	
	No. of options	Weighted Average Exercise Price (₹)	No. of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	7,86,350	5,236 [#]	-	-
Bonus and stock-split impact (refer note 27.1.1 and 27.1.2)	1,10,08,900	349 [*]	-	-
Granted during the year	51,33,000	569 [*]	7,99,950	5,236
Lapse/forfeited during the year	(1,10,250)	349 [*]	(13,600)	5,236
Outstanding at the end of the year	1,68,18,000	416 [*]	7,86,350	5,236
Exercisable at the end of the year	-	-	-	-

[#]Before sub-division and bonus issue.

^{*}Effect of bonus and share split.

The weighted average remaining contractual life of the stock options outstanding as at March 31, 2026 is 3.82 years (March 31, 2025: 4 years).

The following tables list the inputs to the models used for the year ended March 31, 2026 and March 31, 2025:

	March 31, 2026	March 31, 2025
Weighted average fair values at the measurement date	₹ 96.46 [*]	₹ 860.58
Expected volatility (%)	24.30% to 26.48%	24.55%
Risk-free interest rate (%)	6.72% to 7.06%	7.06%
Dividend yield	Nil	Nil
Expected life of share options	6 years	6 years
Weighted average share price (₹)	₹ 375.92	₹ 4,188.00
Model used	Black Scholes	Black Scholes

^{*}Effect of bonus and share split.

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The expense recognised for employee services received during the year is given below:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Expense (net of reversals) arising from equity settled share based payment transactions (refer note 22)	29.81	33.94

33 FAIR VALUES AND HIERARCHY

Accounting classification and fair value of financial instruments is as follows. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- The fair value of the quoted mutual funds are at Level 1 of Fair value hierarchy and are measured based on Net Asset Value (NAV) in active markets at the reporting date.
- The fair value of the financial assets (other than mutual funds) and financial liabilities were based on amortised cost at the reporting date.

The following table provides the fair value measurement hierarchy of financial assets and liabilities of the Company:

Quantitative disclosures fair value measurement hierarchy valued as at

(₹ in Crores)

As at March 31, 2026	Note No.	Level 1	Level 2	Level 3	Total
Financial assets (at FVTPL)					
Investment in mutual funds (quoted) (non-current)	5.1	82.41	-	-	82.41
Investment in mutual funds (quoted) (current)	9.1	871.39	-	-	871.39
Investments in other companies (unquoted)*	5.1	-	-	0.63	0.63
		953.80	-	0.63	954.43
Financial assets not measured at fair value					
Other financial assets (non-current)	5.3	-	31.69	-	31.69
		-	31.69	-	31.69
Financial liabilities not measured at fair value					
Borrowings	13.1 and 16.1	-	2,075.39	-	2,075.39
Other financial liabilities (non-current)	13.3	-	1.67	-	1.67
		-	2,077.06	-	2,077.06

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Quantitative disclosures fair value measurement hierarchy valued as at

(₹ in Crores)

As at March 31, 2025	Note No.	Level 1	Level 2	Level 3	Total
Financial assets (at FVTPL)					
Investment in mutual funds (quoted) (non-current)	5.1	77.25	-	-	77.25
Investment in mutual funds (quoted) (current)	9.1	765.37	-	-	765.37
Investments in other companies (unquoted)*	5.1	-	-	0.63	0.63
		842.62	-	0.63	843.25
Financial assets not measured at fair value					
Other financial assets (non-current)	5.3	-	62.22	-	62.22
		-	62.22	-	62.22
Financial liabilities not measured at fair value					
Borrowings	13.1	-	1,826.82	-	1,826.82
		-	1,826.82	-	1,826.82

*The impact of the sensitivity analysis is not material for the Company's operations.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

As at March 31, 2026

(₹ in Crores)

	Note	Carrying value		
		FVTPL	Amortised Cost	Total
Financial assets:**				
Investments in other companies (unquoted)	5.1	0.63	-	0.63
Investment in mutual funds (quoted) (non-current)	5.1	82.41	-	82.41
Other financial assets (non-current)	5.3	-	31.69	31.69
Investment in mutual funds (quoted) (current)	9.1	871.39	-	871.39
Investment in commercial papers (unquoted) (current)	9.1	-	449.55	449.55
Trade receivables	9.2	-	262.15	262.15
Cash and cash equivalents	9.3	-	101.70	101.70
Loans (current)	9.5	-	235.57	235.57
Other financial assets (current)	9.6	-	51.67	51.67
		954.43	1,132.33	2,086.76
Financial liabilities:				
Borrowings (non-current and current)	13.1 and 16.1	-	2,075.39	2,075.39
Lease liabilities (non-current and current)	13.2	-	1,090.42	1,090.42
Trade payables	16.2	-	533.95	533.95
Other financial liabilities (non-current and current)	16.3	-	180.86	180.86
		-	3,882.29	3,882.29

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

As at March 31, 2025

(₹ in Crores)

	Note	Carrying value		
		FVTPL	Amortised Cost	Total
Financial assets:**				
Investments in other companies (unquoted)	5.1	0.63	-	0.63
Investment in mutual funds (quoted) (non-current)	5.1	77.25	-	77.25
Loans (non-current)	5.2	-	215.56	215.56
Other financial assets (non-current)	5.3	-	62.22	62.22
Investment in mutual funds (quoted) (current)	9.1	765.37	-	765.37
Investment in commercial papers (unquoted) (current)	9.1	-	292.83	292.83
Trade receivables	9.2	-	190.74	190.74
Cash and cash equivalents	9.3	-	127.82	127.82
Bank balances other than cash and cash equivalents	9.4	-	21.75	21.75
Loans (current)	9.5	-	2.16	2.16
Other financial assets (current)	9.6	-	29.72	29.72
		843.25	942.80	1,786.05
Financial liabilities:				
Borrowings (non-current and current)	13.1 and 16.1	-	1,826.82	1,826.82
Lease liabilities (non-current and current)	13.2	-	689.36	689.36
Trade payables	16.2	-	412.04	412.04
Other financial liabilities	16.3	-	58.02	58.02
		-	2,986.24	2,986.24

**excludes investment in subsidiaries, associate and joint venture.

The Company does not have any financial instruments which are measured at FVTOCI.

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended As at March 31, 2026 and March 31, 2025.

The Company considers that the carrying amounts of financial assets and financial liabilities recognised in the Standalone Financial Statements at amortised cost will reasonably approximate their fair values. The fair value of non-current financial assets and liabilities (Loans, other financial assets, borrowings and lease liabilities) has been measured based on the present value of expected payments, discounted using a risk-adjusted discount rate.

34 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, investments, trade and other receivables, inter-corporate deposits and cash and cash equivalents that are derived directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risk and works towards minimising the potential adverse effects, if any, on its financial performance.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency rate risk. Financial instruments affected by market risk include borrowings, investments and bank and other deposits. The sensitivity analyses in the following sections relate to the position as at March 31, 2026 and March 31, 2025. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2026 and March 31, 2025.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates in form of Term loans. The Company monitors the movement in interest rates on an ongoing basis.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments are as follows:

(₹ in Crores)		
Fixed rate instruments	March 31, 2026	March 31, 2025
Financial asset		
Margin money deposit with banks	3.16	2.95
Deposits with banks due to mature after twelve months from the reporting date	5.74	22.64
Deposits with banks original maturity with more than three months but less than twelve months	-	21.75
Deposits with original maturity of less than three months	-	58.70
Bank deposits with remaining maturity less than twelve months	17.20	-
Other investments (unquoted)	449.55	292.83
Financial liability		
Borrowings	281.75	312.77

(₹ in Crores)		
Variable rate instruments	March 31, 2026	March 31, 2025
Financial asset		
Inter Corporate Deposit given to related parties	234.03	221.55
Investments in mutual funds (quoted)	953.80	842.62
Financial liability		
Borrowings	1,793.64	1,514.05

Sensitivity analysis for variable rate instruments

Based on the closing balance of variable rate instruments, an increase/decrease in interest rate by 1%, with all other variables remaining constant would result in increase/decrease in profit or loss and equity by ₹ 6.06 Crores (year ended March 31, 2025: ₹ 4.5 Crores).

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency), the Company's net investments in foreign subsidiaries and financial guarantees given to foreign subsidiaries. The Company monitors foreign exchange rates on an ongoing basis.

Particulars of unhedged foreign currency exposure as at the reporting date:

Particulars	March 31, 2026		March 31, 2025	
	USD (Million)	(₹ in Crores)	USD (Million)	(₹ in Crores)
Import trade payable (USD)	0.74	6.88	0.00*	0.04
Capital creditors	4.91	45.89	-	-

*Represents value less than 0.01 Million

Foreign currency risk sensitivity

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments and the impact on equity arises from changes in foreign exchange rates relating to the Company's net investments in foreign subsidiaries which are primarily in USD. The following table demonstrates the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant:

Depreciation of ₹ against USD by 1% results in decrease in profit before tax by ₹ 0.53 (March 31, 2025 by ₹ Nil) and appreciation of ₹ against USD by 1% results in increase by the same amount.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

B. Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its trade receivables, cash and cash equivalents and financial assets.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the management.

(i) Trade receivables:

The Company's exposure to credit risk is influenced mainly by the characteristics of each customer. Credit risk is controlled by analysing credit limits and creditworthiness of payors/customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Loss rates are based on actual credit loss experience over the past few years, current conditions and forecasts of future economic conditions.

Refer note 9.2.2 for information about the exposure to credit risk and ECLs for trade receivables.

The movement in the allowance for impairment in respect of trade receivables during the year is as follows:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	39.76	26.39
Loss allowance/(reversal) on trade receivables	14.66	13.37
Closing balance	54.42	39.76

There is no significant concentration of credit risk and no single customer accounted for more than 10% of the revenue as of March 31, 2026 and as of March 31, 2025.

(ii) Other receivables:

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from other receivables amounting to ₹ 20.29 Crores (March 31, 2025: ₹ 24.5 Crores). The movement in allowance for impairment in respect of other receivables during the year was as follows:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	0.14	0.67
Loss allowance/(reversal) on other receivables	0.38	(0.53)
Closing balance	0.52	0.14

(iii) Financial instruments and deposits:

Credit risk on cash and cash equivalents including fixed deposits and inter-company deposits is limited as the Company generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies and its own subsidiaries. Investments of surplus funds, temporarily, are made only with approved counterparties, who meet the minimum threshold requirements under the counterparty risk assessment process.

C. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Also, the Company has unutilised credit limits with banks.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The table below summarises the maturity profile of the Company's financial liabilities based on undiscounted contractual payments:

(₹ in Crores)

	March 31, 2026		
	Less than 1 year	More than 1 year	Total
Borrowings (refer note 13.1 and 16.1)	305.99	3,005.13	3,311.11
Lease liabilities (refer note 13.2)	110.15	3,348.92	3,459.07
Trade payables	533.95	-	533.95
Other financial liabilities	179.19	1.67	180.86

(₹ in Crores)

	March 31, 2025		
	Less than 1 year	More than 1 year	Total
Borrowings (refer note 13.1 and 16.1)	301.80	2,738.08	3,039.88
Lease liabilities (refer note 13.2)	77.32	2,031.02	2,108.34
Trade payables	412.04	-	412.04
Other financial liabilities	58.02	-	58.02

35 (A) Capital management

The primary objective of Company's capital management is to ensure that it maintains an optimum financing structure and healthy returns in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments, in light of the changes in economic conditions or business requirements.

The Company monitors capital using a gearing ratio which is net debt divided by total equity plus net debt as shown below.

- Net debt includes borrowings, lease liabilities (long term and short term) less cash and cash equivalents, investment in mutual funds and other investments and
- Total equity comprises of issued share capital and all other equity components attributable to equity share holder.

(₹ in Crores)

	March 31, 2026	March 31, 2025
Borrowings (including current maturities) (note 13.1 and 16.1)	2,075.39	1,826.82
Lease liabilities (note 13.2)	1,090.42	689.36
Less: Cash and cash equivalents (refer note 9.3)	(101.70)	(127.82)
Less: Investment in mutual funds (quoted) and other investments (refer note 5.1 and 9.1)	(1,403.35)	(1,135.45)
Net debt (A) (including lease liabilities)#	1,660.76	1,252.91
Total equity attributable to the equity share holders of the Company (excluding share options outstanding account) (note 11 and note 12)	7259.72	5180.63
Total capital (B)	7,259.72	5,180.63
Capital and net debt (C = A+B)	8,920.48	6,433.54
Gearing ratio (D = A/C)	19%	19%

#Investments in mutual funds and commercial papers are adjusted as the Company may use these investments for strategic purposes including payment of debt.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- 35 (B)** During the year ended March 31, 2023, the Income Tax Department conducted a search under Section 132 of the Income Tax Act, 1961 at the registered office of the Company as well as certain hospital location. Pursuant to this search, the Company received assessment orders wherein certain expenses were disallowed, resulting in the issuance of demand notices under Section 156 of the Act for multiple assessment years.

In financial year 2024-25, assessment orders were received for Assessment Years (AY) 2019-20 to 2023-24. For AY 2022-23, AY 2021-22, and AY 2023-24, demands of ₹ 8.42 Crores, ₹ 6.55 Crores, and ₹ 8.03 Crores respectively were raised. For AY 2019-20 and AY 2020-21, no demand was raised; however, the refunds claimed in the income tax returns for those years were reduced. Appeals relating to AY 2019-20, 2020-21, 2022-23, and 2023-24 have been filed by the Income Tax Department before the Income Tax Appellate Tribunal (ITAT).

Subsequently, in financial year 2025-26, further assessment orders were received for AY 2015-16 to 2018-19 and 2024-25. Demands aggregating to ₹ 39.66 Crores were raised for these years, comprising ₹ 8.67 Crores for AY 2015-16, ₹ 0.36 Crores for AY 2016-17, ₹ 22.79 Crores for AY 2018-19, and ₹ 7.84 Crores for AY 2024-25, while no demand was raised for AY 2017-18 however, the refunds claimed in the income tax return was reduced.

The Company filed appeals before the Commissioner of Income Tax (Appeals) [CIT(A)] and received favourable orders for all the above assessment years during February 2026 and May 2026.

With specific reference to AY 2017-18 and AY 2018-19, the Company received favourable CIT(A) orders against the assessments originally passed under Section 143(3). However, while passing reassessment orders under Section 147, the Assessing Officer did not give effect to these favourable appellate orders. Accordingly, the Company has filed rectification applications under Section 154 of the Act for these two years. For AY 2021-22, the Company withdrew its appeal before the CIT(A) on August 29, 2025.

The Company is confident that its position will be upheld for above Income Tax litigations and the likelihood of an adverse outcome is remote. Accordingly, the outcome of these litigations are not expected to have a material effect on the Standalone Financial Statements.

36 SEGMENT INFORMATION

The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The Company operates in a single business and geographical segment (Healthcare services in India) and the CODM reviews the financial information at an entity level. Hence, the Company has determined that disclosures given at the entity level suffice the disclosure requirements of Ind AS 108.

Refer note 1.

37 CORPORATE SOCIAL RESPONSIBILITY ('CSR') EXPENDITURE

Consequent to the requirements of Section 135 and Schedule VII of the Companies Act, 2013, the Company is required to contribute 2% of its average net profits during the immediately three preceding financial years in pursuance of its Corporate Social Responsibility Policy.

The Company has constituted a CSR committee in accordance with the provisions of the Companies Act, 2013. The focus of CSR activities of the Company comprise promotion of healthcare, education, gender equality, ensuring environment sustainability, training for rural sports and rural development objects. The amount required to be spent towards the CSR activities as per Section 135 and the CSR activities undertaken by the Company is given below:

- (a) Gross amount approved and required to be spent by the Company for the year ended March 31, 2026 is ₹ 9.31 Crores (March 31, 2025: ₹ 7.90 Crores).

- (b) Amount spent:

Promoting healthcare, education, gender equality, ensuring environment sustainability, training for rural sports and rural development objects.

	(₹ in Crores)		
	In cash	Yet to be paid in cash	Total
Year ended March 31, 2026	9.31	-	9.31
Year ended March 31, 2025	7.90	-	7.90

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(c) Details related to spent/unspent obligations:

	March 31, 2026	March 31, 2025
(i) Contribution to Public Trust	-	-
(ii) Contribution to Charitable Trust (refer note 28)	9.31	7.90
(iii) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-
	9.31	7.90

Details of other than ongoing project
As at March 31, 2026

Opening balance	Amount deposited in Specified Fund of Sch. vii within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
-	-	9.31	9.31	-

As at March 31, 2025

Opening balance	Amount deposited in Specified Fund of Sch. vii within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
-	-	7.90	7.90	-

38 RECONCILIATION OF MOVEMENTS OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCIAL LIABILITIES

(₹ in Crores)

	Term loans	Lease liability	Loan for purchase of capital asset	Total
Debt as at April 01, 2025	1,814.53	689.36	12.28	2,516.17
Interest accrued but not due as at April 01, 2025	1.33	-	-	1.33
Addition during the year	-	431.86	-	431.86
Cash flows including interest paid				
- Proceeds from borrowings	399.81	-	2.72	402.53
- Repayment of borrowings/lease obligation	(151.51)	(28.97)	(4.97)	(185.45)
- Interest paid	(112.86)	(79.82)	(0.91)	(193.59)
Non-cash changes				
- Interest expense	115.39	79.82	0.91	196.12
- Interest capitalised	-	5.78	-	5.78
- Leases reversal	-	(7.61)	-	(7.61)
Debt as at March 31, 2026	2,066.69	1,090.42	10.03	3,167.14

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	Term loans	Lease liability	Loan for purchase of capital asset	Total
Debt as at April 01, 2024	1,299.71	330.88	11.73	1,642.32
Interest accrued but not due as at April 01, 2024	0.15	-	-	0.15
Addition during the year	641.27	372.55	4.48	1,018.30
Cash flows including interest paid				
- Repayment of borrowings	(126.45)	(20.67)	(3.93)	(151.05)
- Interest paid	(101.39)	(35.10)	(1.03)	(137.52)
Non-cash changes				-
- Interest expense	102.57	35.10	1.03	138.70
- Interest capitalised	-	7.08	-	7.08
- Leases reversal	-	(0.48)	-	(0.48)
Interest accrued but not due as at March 31, 2025	(1.33)	-	-	(1.33)
Debt as at March 31, 2025	1,814.53	689.36	12.28	2,516.17

39 DUES TO MICRO AND SMALL ENTERPRISES AS PER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED)

(₹ in Crores)

	March 31, 2026	March 31, 2025
(i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	17.07	11.48
(ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
(iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(iv) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(v) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(vi) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
(vii) Further interest remaining due and payable for earlier year	-	-



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

40 BELOW IS THE LIST OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES ALONG WITH PROPORTION OF OWNERSHIP INTEREST HELD AND COUNTRY OF INCORPORATION

Investment in subsidiaries:

The entities considered in the consolidated financial statements are listed below:

Name of the Company	Country of Incorporation	Percentage of ownership interest held (directly and indirectly) and voting rights held as at	
		March 31, 2026	March 31, 2025
Manipal Health Enterprises International Pte. Ltd. ("MHEIPL") - Subsidiary	Singapore	100.00%	100.00%
Manipal Hospitals (Dwarka) Private Limited ("MHDPL") - Subsidiary	India	100.00%	100.00%
Healthmap Diagnostics Private Limited ("Healthmap") - Subsidiary	India	50.08%	50.08%
Manipal Hospitals Private Limited ("MHPL") - Subsidiary	India	100.00%	100.00%
Manipal Hospitals (Bengaluru) Private Limited ("MHBPL") - Subsidiary	India	100.00%	100.00%
Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited - Subsidiary)	India	84.94%	84.94%

Joint venture in which the Company is a joint venture partner

Name of the Company	Country of Incorporation	Percentage of ownership interest held (directly and indirectly) and voting rights held as at	
		March 31, 2026	March 31, 2025
Terrals Technologies Private Limited ('Phable') - Joint Venture	India	20.59%	20.59%

Associate

Name of the Company	Country of Incorporation	Percentage of ownership interest held (directly and indirectly) and voting rights held as at	
		March 31, 2026	March 31, 2025
I-Genetics Diagnostics Private Limited	India	42.17%	42.17%

41 ACCOUNTING RATIOS

i) Current ratio

The current ratio is used to assess a company's short term liquidity. It is calculated by dividing the current assets by current liabilities.

ii) Debt-equity ratio

"Total debt" is defined as aggregate of non-current borrowings and current maturities of long term-borrowings and total equity includes issued capital and all other equity reserves.

iii) Debt service coverage ratio

The Debt Service Coverage Ratio (DSCR) measures the ability of a company to use its operating income to repay all its debt obligations, including repayment of principal and interest on both short-term and long-term debt. It is calculated by dividing net operating income by the total debt service (Interest and principal).

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

iv) Return on equity ratio

Equal to profit for the year divided by the equity during that period, and is expressed as a percentage.

v) Inventory turnover ratio

Inventory turnover indicates the rate at which a company sells and replaces its stock of goods during a particular period. The inventory turnover ratio formula is the cost of goods sold divided by the average inventory for the same period.

vi) Trade receivables turnover ratio

Accounts receivable turnover ratio is calculated by dividing your revenue from operations by your average accounts receivable. The ratio is used to measure how effective a company is at extending credits and collecting debts.

vii) Trade payables turnover ratio

This ratio is used to measure the number of times the business is paying off its creditors or suppliers in an accounting period. It is computed by dividing the total purchases by average accounts payable.

viii) Net capital turnover ratio

It is calculated by dividing annual sales by average stockholder equity (net worth). The ratio indicates how much a company could grow its current capital investment level.

ix) Net profit ratio

The net profit percentage is the ratio of after-tax profits to net sales. It reveals the remaining profit after all costs of production, administration, and financing have been deducted from sales, and income taxes recognised.

x) Return on capital employed

Return on Capital Employed is calculated by dividing our EBIT during a given period by Capital Employed (net worth, total debt, deferred tax liability) during that period.

xi) Return on investment

Return on investment (ROI) is a performance measure used to evaluate the efficiency or profitability of an investment or compare the efficiency of a number of different investments. To calculate ROI, the benefit (or return) of an investment is divided by the cost of the investment.

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% change	Reason for variance
i) Current ratio	Current assets	Current liabilities	1.82	2.02	(10%)	NA
ii) Debt-equity ratio	Total debt	Total Equity	0.28	0.35	(19%)	NA
iii) Debt service coverage ratio	Earnings available for debt service= Net Profit after tax+ Non cash operating expenses+ Interest + Other adjustments like loss on sale of fixed assets, etc	Debt service= Interest & lease payments + Principal Repayments	2.08	2.68	(22%)	NA
iv) Return on equity ratio %	Net Profit after tax	Average Shareholders equity	6.86%	11.75%	(42%)	The change is due to increase in the equity share capital during the year.
v) Inventory turnover ratio	Cost of Goods sold = opening inventory + purchases - closing inventory (medical and pharmacy consumables)	Average Inventory	19.91	20.74	(4%)	NA



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Ratio	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% change	Reason for variance
vi) Trade receivables turnover ratio	Revenue from operations	Average Accounts Receivable	15.83	19.15	(17%)	NA
vii) Trade payables turnover ratio	Total purchases	Average Trade Payables	1.49	1.43	4%	NA
viii) Net capital turnover ratio	Net sales	Average Shareholders equity	0.57	0.68	(16%)	NA
ix) Net profit ratio %	Net Profit	Net Sales	12.00%	17.24%	(30%)	The change is due to increase in Depreciation and Finance costs during the year.
x) Return on capital employed %	Earnings before interest and taxes	Capital Employed = Net Worth + Total Debt + Deferred Tax Liability	7.11%	11.04%	(36%)	The change is due to increase in the issued capital and increase in borrowings during the current year.
xi) Return on investment %	Interest (Finance Income)	Investment	12.45%	1.21%	932%	The change is due to increase in interest income during the year.

42 OTHER STATUTORY INFORMATION

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company has balance with below- mentioned companies struck off under section 248 of Companies Act, 2013:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding (₹ in Crores)		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2026	As at March 31, 2025	
T2K Fire & Security Private Limited	Capital creditors	0.01	0.01	None
	Retention money	-	0.02	None
Corporate Wellness Solutions Private Limited	Security deposits	0.02	-	None

- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- The Company is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017,
- The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income Tax Act, 1961.
- (ix) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

43 During the year ended March 31, 2025, the Company raised ₹ 750.00 Crores through rights issue from the existing shareholders, the proceeds of the rights issue were utilised for the acquisition of 84.94% shareholding in Manipal Hospitals Synergie Private Limited (formerly known as Medica Synergie Private Limited).

44 EVENTS AFTER THE REPORTING DATE

Subsequent to the balance sheet date, the Company has acquired the balance land measuring 752.77 square meters and building comprising service floor between 3rd and 4th floor, and 4th to 9th floors totally measuring 20,663.80 square meters in relation to its greenfield project at Juhu, Mumbai, for a total consideration of ₹ 495.00 Crores, thereby completing the acquisition of the property. Out of the total consideration, ₹ 365.00 Crores has been paid subsequent to the balance sheet date, and the remaining ₹ 130.00 Crores is payable subject to the fulfilment of certain conditions subsequent.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru

Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Place : Bengaluru

Date : July 15, 2026

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203



INDEPENDENT AUDITOR'S REPORT

To the Members of

Manipal Health Enterprises Limited (formerly known as
Manipal Health Enterprises Private Limited)

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the consolidated financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint venture, which comprise the consolidated balance sheet as at 31 March 2026, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint venture as at 31 March 2026, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred

to in paragraph (a) of the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors included in the Group and the respective Management and Board of Directors of its associates and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its associates and joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group and the respective Management and Board of Directors and of its associates and joint venture are responsible for overseeing the financial reporting process of each company.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify

our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its associates and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which has been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) to (c) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

OTHER MATTER

- a. We did not audit the financial statements of three subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of ₹703.89 crore as at 31 March 2026, total revenues (before consolidation adjustments) of ₹683.28 crore and net cash inflows (before consolidation adjustments) amounting to ₹4.97 crore for the year ended on that



INDEPENDENT AUDITOR'S REPORT (CONTD.)

date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of the other auditors.

One of these subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its country and which has been audited by other auditor under generally accepted auditing standards applicable in its country. The Holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

- b. The consolidated financial statements include the Group's share of net profit/loss (and other comprehensive income) of ₹ Nil in respect of two associates for the period from 01 April 2025 to 30 March 2026 and for the year ended 31 March 2026 respectively, as considered in the consolidated financial statements, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

- c. The consolidated financial statements include the Group's share of net profit/loss (and other comprehensive income) of ₹ Nil for the year ended 31 March 2026, as considered in the consolidated financial statements, in respect of one joint venture, whose financial statements are not available with the Management. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements of such subsidiary, as was audited by other auditor, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2026 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements of the subsidiary, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2026 on the consolidated financial position of the Group. Refer Note 37 to the consolidated financial statements.
 - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2026.
 - c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2026.
 - d (i) The respective management of the Holding Company, its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of one subsidiary company audited by other auditor that, to the best of their knowledge and belief, as disclosed in the Note 48(vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The respective management of the Holding Company, its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of one subsidiary company audited by other auditor that, to the best of their knowledge and belief, as disclosed in the Note 48(vii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever



INDEPENDENT AUDITOR'S REPORT (CONTD.)

- by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.
- f. Based on our examination, which included test checks, except for the instances mentioned below, the Holding Company and the subsidiary companies incorporated in India whose financial statements have been audited under the Act have used accounting softwares for maintaining their books of account, which have a feature of audit trail (edit log), and the same has operated throughout the year for all relevant transactions recorded in the respective accounting softwares
- i. For the accounting softwares used by the Holding Company and the eleven subsidiary companies, the feature of audit trail (edit log) facility was not enabled at the data base level to log any direct data changes in respective accounting softwares.
- ii. In respect of one subsidiary company, the feature of audit trail (edit log) facility was not enabled at the application level in respective accounting software from 01 April 2025 till 04 May 2025.
- iii. In respect of one subsidiary company, the feature of recording audit trail (edit log) facility was not enabled at the application

level for the accounting software used for maintaining General ledgers for the period from 01 April 2025 to 09 October 2025. In the absence of reporting on compliance with the audit trail requirements at a data base level in the independent auditor's report in relation to controls at service organisation for the billing software used by the subsidiary, which is operated by third party software service provider, we are unable to comment whether the audit trail feature of the said software was enabled throughout the year.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with. Additionally, where the audit trail (edit log) facility was enabled in the previous year, the audit trail (edit log) has been preserved by the holding company and its subsidiary companies incorporated in India as per the statutory requirements for record retention.

- A. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditor of such subsidiary company incorporated in India which was not audited by us, the remuneration paid/payable during the current year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Holding Company and its subsidiary company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

G Prakash

Partner

Place: Bangalore

Membership No.: 099696

Date: 15 July 2026

ICAI UDIN: 26099696RGUJGZ1796

ANNEXURE A to the Independent Auditor's Report on the Consolidated Financial Statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) for the year ended 31 March 2026

(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

- (i) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, has unfavourable remark, qualification or adverse remark given by the respective auditor in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entity	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Manipal Hospitals Private Limited	U85110KA2003PTC033055	Subsidiary Company	vii (a)

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

G Prakash
Partner
Membership No.: 099696
ICAI UDIN: 26099696RGUJGZ1796

Place: Bangalore
Date: 15 July 2026



ANNEXURE B to the Independent Auditor's Report on the consolidated financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) for the year ended 31 March 2026

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of report of the other auditor on internal financial controls with reference to financial statements of subsidiary company, as was audited by the other auditor, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by such companies/the Holding Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant subsidiary company in terms of such report referred to in the Other Matter(s) paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance

ANNEXURE B (CONTD.)

with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter(s)

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary, which is a company incorporated in India and included in these consolidated financial statements is based on the corresponding report of the auditor of such company incorporated in India.

The internal financial controls with reference to financial statements insofar as it relates to two associates and one joint venture, which are companies incorporated in India and included in these consolidated financial statements, have not been audited either by us or by other auditors. In our opinion and according to the information and explanations given to us by the Management, such unaudited associate companies and joint venture are not material to the Holding Company.

Our opinion is not modified in respect of above matters.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

G Prakash

Partner

Place: Bangalore

Membership No.: 099696

Date: 15 July 2026

ICAI UDIN: 26099696RGUJGZ1796

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2026

(₹ in Crores)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	5,840.78	4,224.71
Capital work in progress	3.2	795.30	614.03
Right-of-use assets	4	2,385.12	1,699.76
Goodwill	4	8,120.55	3,399.01
Other intangible assets	4	2,406.39	502.67
Investment in equity accounted investees	5	-	-
Financial assets			
Investments	6.1	282.84	144.92
Other financial assets	6.2	157.66	133.75
Deferred tax assets (net)	16	129.84	181.61
Income tax assets (net)	7	544.69	256.18
Other non-current assets	8	92.30	60.79
		20,755.47	11,217.43
Current assets			
Inventories	9	169.85	131.93
Financial assets			
Investments	10.1	2,392.36	1,630.76
Trade receivables	10.2	929.76	637.30
Cash and cash equivalents	10.3	299.36	291.28
Bank balances other than cash and cash equivalents	10.4	23.86	39.01
Loans	10.5	4.07	3.38
Other financial assets	10.6	173.99	58.79
Other current assets	11	109.29	55.66
		4,102.54	2,848.11
Assets held-for-sale	3.3	6.50	6.50
Total assets		24,864.51	14,072.04
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	235.95	77.06
Other equity	13	8,190.18	5,770.25
Equity attributable to owners of the Company		8,426.13	5,847.31
Non-controlling interest	13.8	372.67	152.84
Total equity		8,798.80	6,000.15
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14.1	9,948.80	4,469.97
Lease liabilities	14.2	2,230.41	1,548.87
Other financial liabilities	14.3	178.76	34.96
Provisions	15	63.17	39.55
Deferred tax liabilities (net)	16	282.21	183.74
		12,703.35	6,277.09
Current liabilities			
Financial liabilities			
Borrowings	17.1	604.62	296.84
Lease liabilities	14.2	79.22	69.47
Trade payables	17.2	-	-
- total outstanding dues of micro enterprises and small enterprises		61.21	36.14
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,403.35	1,090.45
Other financial liabilities	17.3	858.51	117.74
Other current liabilities	18	283.99	112.01
Provisions	19	70.88	68.71
Current tax liabilities (net)	20	0.58	3.44
		3,362.36	1,794.80
Total equity and liabilities		24,864.51	14,072.04
Material accounting policies	2.3		

The accompanying notes are an integral part of Consolidated Financial Statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru
Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Place : Bengaluru
Date : July 15, 2026

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(₹ in Crores)

Particulars	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue from operations	21	10,335.75	8,242.26
Other income	22	184.77	120.55
Total income		10,520.52	8,362.81
EXPENSES			
Purchase of medical consumables and pharmacy items		2,136.78	1,687.74
Changes in inventories of medical consumables and pharmacy items	23	(20.63)	(7.70)
Employee benefits expense	24	1,490.03	1,219.41
Finance costs	25	864.29	511.87
Depreciation and amortisation expense	26	679.55	506.84
Other expenses	27	4,118.33	3,216.29
Total expenses		9,268.35	7,134.45
Profit before share of loss of equity accounted investee, exceptional items and tax		1,252.17	1,228.36
Share of loss of equity accounted investee	35, 36	-	-
Profit before exceptional items and tax		1,252.17	1,228.36
Exceptional items	28	(74.07)	13.95
Profit before tax		1,178.10	1,242.31
Tax expense			
Current tax	16	170.50	290.71
Deferred tax	16	91.01	(130.07)
Total tax expense		261.51	160.64
Profit for the year		916.59	1,081.67
Other comprehensive income (OCI)			
Items that will not be reclassified subsequently to profit and loss:			
Re-measurement of defined benefit plans		4.51	(6.61)
Income tax effect on above		(1.06)	1.45
		3.45	(5.16)
Items that will be reclassified subsequently to profit and loss:			
Exchange differences on translation of foreign operations		0.50	0.09
		0.50	0.09
Other comprehensive income/(loss) for the year (net of tax)		3.95	(5.07)
Total comprehensive income for the year		920.54	1,076.60
Profit for the year attributable to:		916.59	1,081.67
Owners of the Company		892.39	1,065.35
Non-controlling interests		24.20	16.32
Other comprehensive income/(loss) for the year attributable to:		3.95	(5.07)
Owners of the Company		3.50	(4.63)
Non-controlling interests		0.45	(0.44)
Total comprehensive income for the year attributable to:		920.54	1,076.60
Owners of the Company		895.89	1,060.72
Non-controlling interests		24.65	15.88
Earnings per equity share (EPS) [nominal value of share ₹ 2]	29		
Basic (₹)		7.71	9.25
Diluted (₹)		7.67	9.25
Material accounting policies	2.3		

The accompanying notes are an integral part of Consolidated Financial Statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

Place : Bengaluru

Date : July 15, 2026

Place : Bengaluru

Date : July 15, 2026

CONSOLIDATED STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2026

(₹ in Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. Cash flow from operating activities		
Profit before tax	1,178.10	1,242.31
Adjustments:		
Depreciation and amortisation expense	679.55	506.84
Share based payments	32.97	38.83
Loss on sale of investment in equity instruments	-	0.39
Bad debts written off	78.42	118.89
(Reversal)/Impairment on loan to others	-	(5.26)
Loss allowance/(reversal) on trade receivables	33.44	(31.06)
Loss allowance/(reversal) on other receivables	0.66	(0.53)
Profit on sale of investments in mutual funds (net)	(53.01)	(34.23)
Fair value gain on financial instruments at fair value through profit and loss	(65.10)	(67.25)
Liabilities no longer required written back	(1.40)	-
(Profit)/Loss on sale of property, plant and equipment (net)	(1.27)	0.42
Interest income	(61.63)	(14.00)
Finance costs	844.02	479.99
Gain on lease liability reversal	(0.41)	(1.03)
Gain on sale of investment in associate	(1.49)	-
Unrealised foreign exchange loss	2.63	0.98
Operating profits before working capital changes	2,665.48	2,235.29
Movements in working capital :		
Change in inventories	(20.63)	(7.70)
Change in trade receivables	(268.88)	(190.33)
Change in loans	0.27	4.33
Change in other financial assets	10.22	(40.41)
Change in other assets	(65.23)	15.19
Change in trade payables	45.81	(163.14)
Change in provisions	3.31	(5.07)
Change in other financial liabilities	(20.87)	2.06
Change in other liabilities	151.04	9.45
Cash generated from operations	2,500.52	1,859.67
Income tax paid (net)	(422.08)	(289.85)
Net cash generated from operating activities	2,078.44	1,569.82
B. Cash flow from investing activities		
Acquisition of property, plant and equipment, intangible assets and right-of-use asset	(1,316.21)	(1,054.28)
Proceeds from sale of property, plant and equipment	4.35	4.82
Investment made in bank deposits (having original maturity of more than three months)	(123.08)	(242.82)
Maturity of bank deposits (having original maturity of more than three months)	249.61	189.41
Acquisition of shares (refer note 31 a and b)	(5,254.84)	(1,012.86)
Investment in equity instruments of other companies	(2.63)	(0.05)
Sale of investments in equity instruments	-	(0.14)
Sale of investments in associate	1.49	-
Investment in equity instruments MHEIPL (refer note 31 d)	(0.05)	-

CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase of investments in mutual funds and others	(4,939.51)	(4,687.04)
Proceeds from sale of investments in mutual funds and others	4,293.13	4,133.98
Interest received	50.96	10.65
Net cash used in investing activities	(7,036.78)	(2,658.33)
C. Cash flow from financing activities		
Repayment of long-term borrowings	(350.00)	(247.68)
Proceeds from long-term borrowings	595.88	904.78
Proceeds from issue of non-convertible debentures (refer note 14.1.7)	5,310.00	-
Interest and processing charges paid	(353.57)	(337.17)
Interest paid on loan for purchase of capital asset	(1.14)	(1.31)
Payment of lease obligations	(66.39)	(50.21)
Interest paid on lease liabilities	(180.34)	(114.33)
Proceeds from issue of equity shares (refer note 12 and 13)	-	750.00
Net cash generated from financing activities	4,954.44	904.08
Net increase in cash and cash equivalents	(3.90)	(184.43)
Cash and cash equivalents at the beginning of the year	291.28	360.88
Cash and cash equivalents of acquired entities during the year	11.98	114.83
Cash and cash equivalents at the end of the year (refer note 10.3)	299.36	291.28
Components of cash and cash equivalents for the purpose of statement of cash flow		
Cash on hand	6.34	4.96
With banks		
- on Current accounts	289.99	197.57
- deposits with original maturity of less than three months	3.00	88.75
Cheques on hand	0.03	-
Total cash and cash equivalents	299.36	291.28

Refer Note 47 for Reconciliation of movement of liabilities to cash flows arising from financing activities.

Material accounting policies (refer note 2.3)

The above Consolidated Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru

Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Place : Bengaluru

Date : July 15, 2026

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(A) EQUITY SHARE CAPITAL

Equity shares of face value of ₹ 2/- each issued, subscribed and fully paid-up	Nos.	₹ in Crores
Balance as at April 01, 2025	7,70,62,434	77.06
Change in equity share capital during the year	-	-
Balance before share split and bonus issue (Equity shares of face value of ₹ 10 each)	7,70,62,434	77.06
Increase in equity shares on sub-division of 1 equity share of face value of ₹ 10 each into 5 equity shares of face value of ₹ 2 each (refer note 29.1.1)	30,82,49,736	-
Increase in equity shares on bonus issue of 2 equity share for every 1 equity shares held (refer note 29.1.2)	77,06,24,340	154.13
Issue of equity shares during the year [refer note (12.2.9)]	2,38,20,811	4.76
Balance as at March 31, 2026	1,17,97,57,321	235.95
Balance as at April 01, 2024	7,56,30,045	75.63
Change in equity share capital during the year (refer note 49)	14,32,389	1.43
Balance as at March 31, 2025	7,70,62,434	77.06

#Also, refer note 12

(B) OTHER EQUITY**

	Attributable to the Owners of the Company							Total	Non- controlling Interest	Total other equity
	Reserves and Surplus				Other comprehensive income					
	Securities premium	Employee stock options outstanding	General reserve	Debenture redemption reserve	Retained earnings	Re-measurement of defined benefit plans	Foreign currency translation reserve			
Balance as at April 01, 2025	3,414.21	40.76	2.80	-	2,330.78	(2.91)	(15.39)	5,770.25	152.84	5,923.09
Profit for the year	-	-	-	-	892.39	-	-	892.39	24.20	916.59
OCI for the year (net of tax)	-	-	-	-	-	3.00	0.50	3.50	0.45	3.95
Total comprehensive income	-	-	-	-	892.39	3.00	0.50	895.89	24.65	920.54
Transaction with owners										
Utilised for issue of bonus shares (refer note 29.1.2)	(154.13)	-	-	-	-	-	-	(154.13)	-	(154.13)
Issue of shares [refer note (12.2.9)]	1,645.26							1,645.26		1,645.26
Share based payments	-	32.97	-	-	-	-	-	32.97	-	32.97
Change in ownership interest										
On account of acquisition of subsidiary (refer note 31 a)	-	-	-	-	-	-	-	-	195.17	195.17
Acquisition of further interest in step down subsidiary (refer note 31 d)	-	-	-	-	(0.06)	-	-	(0.06)	0.01	(0.05)

(₹ in Crores)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

	Attributable to the Owners of the Company							Total	Non-controlling Interest	Total other equity
	Reserves and Surplus			Other comprehensive income						
	Securities premium	Employee stock options outstanding	General reserve	Debt redemption reserve	Retained earnings	Re-measurement of defined benefit plans	Foreign currency translation reserve			
Other adjustments										
Transferred to Debt redemption reserve ⁽⁴⁾	-	-	-	185.50	(185.50)	-	-	-	-	-
Balance as at March 31, 2026	4,905.34	73.73	2.80	185.50	3,037.61	0.09	(14.89)	8,190.18	372.67	8,562.85
(₹ in Crores)										
	Attributable to the Owners of the Company							Total	Non-controlling Interest	Total other equity
	Reserves and Surplus									
	Securities premium	Employee stock options outstanding	General reserve	Retained earnings	Re-measurement of defined benefit plans	Foreign currency translation reserve	Foreign currency translation reserve			
Balance as at April 01, 2024*	2,665.64	1.93	2.80	1,283.18	1.81	(15.48)	(15.48)	3,939.88	71.99	4,011.87
Profit for the year	-	-	-	1,065.35	-	-	-	1,065.35	16.32	1,081.67
OCI for the year (net of tax)	-	-	-	-	(4.72)	0.09	0.09	(4.63)	(0.44)	(5.07)
Total comprehensive income	-	-	-	1,065.35	(4.72)	0.09	0.09	1,060.72	15.88	1,076.60
Other adjustments										
On account of acquisition of subsidiary (refer note 31b)	-	-	-	-	-	-	-	-	74.70	74.70
Acquisition of further interest in subsidiary (refer note 31b)	-	-	-	(17.75)	-	-	-	(17.75)	(9.58)	(27.33)
On account of liquidation of step-down subsidiary	-	-	-	-	-	-	-	-	(0.15)	(0.15)
Proceeds from right issue (refer note 49)	748.57	-	-	-	-	-	-	748.57	-	748.57
Share based payments	-	38.83	-	-	-	-	-	38.83	-	38.83
Balance as at March 31, 2025	3,414.21	40.76	2.80	2,330.78	(2.91)	(15.39)	(15.39)	5,770.25	152.84	5,923.09

*Refer note 31c

**Also, refer note 13



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Below is the nature and purpose of each reserve:

1. **Securities premium** - Securities premium is used to record the premium received on issue of shares. Also, includes surplus received on sale of treasury shares. However, out of this ₹ 96.09 Crores can only be used in accordance with the trust deed's terms and conditions.
2. **Employee stock option outstanding** - Employee stock option outstanding reserve is used to record the fair value of equity-settled share based payment transactions with employees.
3. **General reserve** - General reserve represents appropriation of profits.
4. **Debenture redemption reserve** - Manipal Hospitals Private Limited ('MHPL') has issued Non-convertible debentures ("NCD") during the year ended March 31, 2026. As per the provisions of the Companies Act, 2013, debenture redemption reserve is created out of accumulated profits of the MHPL available at the time of its creation.
5. **Retained earnings** - Retained earnings comprises of prior and current year's undistributed earnings after tax.
6. **Re-measurement of defined benefit plans** - Represents remeasurement gains/(losses) on defined benefit plans (net of tax).
7. **Foreign currency translation reserve** - Exchange difference relating to the translation of the results and net assets of the Company's foreign subsidiary from their respective functional currencies to the Company's functional and presentation currency are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve.

Material accounting policies (refer note 2.3)

The accompanying notes are an integral part of Consolidated Financial Statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru

Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Place : Bengaluru

Date : July 15, 2026

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

1 CORPORATE INFORMATION

(a) The Consolidated Financial Statements comprise financial statements of Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited) (the Company or Parent or 'MHE' or 'MHEL') its subsidiaries (collectively, the Group), its associates and joint venture for the year ended March 31, 2026. The Company is a public limited company domiciled in India and incorporated on February 15, 2010 under the provisions of the Companies Act, 1956 applicable in India. The registered office of the Company is located at The Annexe, #98/2, Rustom Bagh Road, HAL Airport Road, Bengaluru, 560017. The Group is

engaged in the business of running/managing hospitals, and providing healthcare services. The Group operates through various Hospitals/clinics providing Healthcare services and diagnostic centres, in India.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on November 20, 2025 and consequently the name of the Company has changed to Manipal Health Enterprises Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on December 24, 2025.

(b) Disclosure related to entities considered in the Consolidated Financial Statements

Subsidiaries

Name of the Company	Country of Incorporation	% Shareholding as on March 31, 2026	% Shareholding as on March 31, 2025
Manipal Health Enterprises International Pte. Ltd. ("MHEIPL Singapore") - Subsidiary	Singapore	100.00%	100.00%
Manipal Hospitals (Dwarka) Private Limited ("MHDPL") - Subsidiary (refer point (i))	India	100.00%	100.00%
Healthmap Diagnostics Private Limited ("Healthmap") - Subsidiary	India	50.08%	50.08%
Manipal Hospitals Private Limited ("MHPL") - Subsidiary	India	100.00%	100.00%
Manipal Hospitals (Bengaluru) Private Limited ("MHBPL") - Subsidiary	India	100.00%	100.00%
Medcis Pathlabs India Private Limited- Subsidiary of Healthmap*	India	-	-
Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited) - Subsidiary of MHPL (refer point (ii))	India	84.07%	84.07%
Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited - Subsidiary (refer point (iii))	India	84.94%	84.94%
Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited - Subsidiary of MHSPL (refer point (iv))	India	84.94%	84.94%
Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited ('NBCPL') - Subsidiary of MHSPL (refer point (v))	India	83.36%	82.24%
North Bengal Oncology Centre Private Limited ('NBOCPL') - Subsidiary of MH Bengal^	India	-	-
Sahyadri Hospitals Private Limited ("SHPL") - Subsidiary of MHPL # (refer point (vi))	India	99.86%	NA
Surya Hospitals Private Limited ("Surya Hospitals") - Subsidiary of SHPL#	India	81.03%	NA



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Company	Country of Incorporation	% Shareholding as on March 31, 2026	% Shareholding as on March 31, 2025
Sahyadri Karad Hospitals Private Limited ("Karad Hospitals") - Subsidiary of SHPL [#]	India	94.50%	NA
Saideep Healthcare And Research Private Limited ("Saideep") - Subsidiary of SHPL [#]	India	54.92%	NA

*During the year ended March 31, 2025 Medcis Pathlabs India Private Limited was merged with Healthmap. Also refer note 50.

[#]Refer note 31a

[^]On March 07, 2025, NBOCPL was voluntarily liquidated and the surplus has been distributed to the contributories/ stakeholders.

Joint venture (Investment as per equity method)

Name of the Company	Country of Incorporation	% Shareholding as on March 31, 2026	% Shareholding as on March 31, 2025
Terrals Technologies Private Limited ('Phable') - Joint Venture	India	20.59%	20.59%

Associates (Investment as per equity method)

Name of the Company	Country of Incorporation	% Shareholding as on March 31, 2026	% Shareholding as on March 31, 2025
IGenetic Diagnostics Private Limited ("IGenetic") & Medica TS Hospital Private Limited ('Medica TS') (refer note vii)	India	42.17%	42.17%
	India	-	41.62%

& IGenetic has filed for liquidation as on March 17, 2026

- (i) MHDPL has entered into a Joint Management and Collaboration Agreement ("Collaboration Agreement") with Human Care Medical Charitable Trust ("HCMCT") to collaborate for operating and managing multi super specialty hospital is constructed on the HCMCT land in Dwarka, New Delhi. As per Ind AS 110, this arrangement qualifies as a "Silo" (deemed separate entity under Ind AS 110- Consolidated Financial Statements) i.e. a ring-fenced group of assets and liabilities within an entity, which is controlled by MHDPL. Accordingly, reference to Subsidiaries in this financial statement, include the Silo which has been considered for the purpose of preparation of the Consolidated Financial Statements.
- (ii) Effective May 28, 2024, the name of AMRI Hospitals Private Limited was changed to Manipal Hospitals (East) India Private Limited.
- (iii) Effective November 26, 2024, the name of Medica Synergie Private Limited was changed to Manipal Hospitals Synergie Private Limited.
- (iv) Effective November 26, 2024, the name of Medica Hospitals Private Limited was changed to Manipal Hospitals Eastern India Private Limited.
- (v) Effective November 26, 2024, the name of North Bengal Clinic Private Limited was changed to Manipal Hospitals Bengal Private Limited.
- (vi) SHPL has entered into a Operation and Maintenance Agreement ("O & M Agreement") with Konkan Mitra Mandal Medical Trust ["KMMMT (Silo)"] to collaborate for operating and managing super specialty hospital constructed on the land owned by KMMMT (Silo) in Pune, Maharashtra.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

As per Ind AS 110, this arrangement qualifies as a "Silo" (deemed separate entity under Ind AS 110- Consolidated Financial Statements) i.e. a ring-fenced group of assets and liabilities within an entity, which is controlled by SHPL. Accordingly, reference to Subsidiaries in this financial statement, include the Silo which has been considered for the purpose of preparation of the Consolidated Financial Statements.

- (vii) Manipal Hospitals Eastern India Private Limited ('MH Eastern') has entered into a Share Purchase Agreement ('SPA') with Tata Steel Limited on March 17, 2026, to dispose its entire stake in Medica TS Hospitals Private Limited for a consideration of ₹ 1.49 Crores subject to certain conditions stipulated in the SPA. Further, the Company received the said consideration on March 30, 2026.

2.1 BASIS OF PREPARATION

(a) Statement of compliance

The Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, notified under section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act.

The Consolidated Financial Statements are presented in Indian Rupees (₹) and all values are rounded to the nearest Crores and decimals thereof, except when otherwise indicated.

The Consolidated Financial Statements were approved for issue by the Company's Board of Directors on July 15, 2026.

(b) Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts are in Indian Rupees Crores except share data and per share data, unless otherwise stated.

(c) Basis of measurement

The Consolidated Financial Information have been prepared on the historical cost basis except for the following items:

Items	Measurement
Certain financial assets and liabilities (refer note 32)	Fair value
Share based payments	Fair value
Net defined asset/liability	Fair value of plan assets less present value of defined benefit obligation

(d) Use of estimates and judgments

In preparing these Consolidated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements, assumptions and estimation uncertainties.

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statement is included in the following notes:

Judgements:

Note 14.2 - Determining the lease term of contracts with renewal and termination options.

Estimates (including assumptions):

Note 2.3 (d), (e) and (i) - useful life of property, plant and equipment, intangible assets and right of use assets

Note 4 (a) - Impairment assessment of goodwill

Note 6.1, 6.2, 6.3, 10.2, 10.5, 10.6 - Impairment of financial assets

Note 7, 16, 20 and 37 - Recognition of deferred tax, provisions and other contingencies

Note 15 and 19 - Provisions

Note 24, 30 - Employee benefits expense, wages and bonus; key actuarial assumptions

Note 32 - Financial instruments

Note 40 - Employee Stock option plans; Fair value of options at the grant date



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(e) Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in the note 32 and 33 – financial instruments.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee
- (ii) Rights arising from other contractual arrangements
- (iii) The Company's voting rights and potential voting rights
- (iv) The size of the Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the period are included in the Consolidated Financial Information from the date the Company gains control until the date the Company ceases to control the subsidiary.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., year ended on March 31. When the end of the reporting year of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

2.2 BASIS OF CONSOLIDATION

The Consolidated Financial Information comprise the financial statements of the Group as at March 31, 2026. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- (ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) The ability to use its power over the investee to affect its returns.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Consolidation Procedure

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Information at the acquisition date.
- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Information. Ind AS-12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- d) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the parent Group. NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.
- e) The Group's interests in equity-accounted investees comprise interests in associates and a joint venture.

Associate are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associate and the joint venture are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Information include the Group's share of the profit or loss and OCI of equity accounted investees, until the date on which significant influence or joint control ceases.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interest having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it:

- (i) Derecognises the assets (including goodwill) and liabilities of the subsidiary
- (ii) Derecognises the carrying amount of any non-controlling interests
- (iii) Derecognises the cumulative translation differences recorded in equity
- (iv) Recognises the fair value of the consideration received
- (v) Recognises the fair value of any investment retained
- (vi) Recognises any surplus or deficit in profit or loss
- (vii) Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Business combinations and goodwill

Other than Common control transactions

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Goodwill on consolidation as on the date of transition represents the excess of cost of acquisition at each point of time of making the investment in the subsidiary over the Group's share in the net worth of a subsidiary. For this purpose, the Group's share of net worth is determined on the basis of the latest financial

statements, prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation represents excess of the Group's share in the net worth of a subsidiary over the cost of acquisition at each point of time of making the investment in the subsidiary. Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

Common control transactions

Common control business combinations include transactions, such as transfer of subsidiaries or business, between entities within a group. Business combinations involving entities or business under common control are accounted for using the pooling of interests method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

Financial information in the Consolidated Financial Statements in respect of prior years are restated as if the business combination had occurred from the beginning of the preceding year in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior year information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to reserves and presented separately from other reserves with disclosure of its nature and purpose in the notes.

Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

(b) Investment in joint venture/associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement/entity have rights to the net

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investment in its joint venture/associates is accounted for using the equity method. Under the equity method, the investment in joint venture/associates is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture/associate since the acquisition date.

The statement of profit and loss reflects the Group's share of the results of operations of the joint venture/associates. Any change in OCI of this investee is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture/associates, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture/associates are eliminated to the extent of the interest in the joint venture/associates.

If an entity's share of losses of a joint venture/associates equals or exceeds its interest in the joint venture (which includes any long term interest that, in substance, forms part of the Group's net investment in the joint venture/associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture/associates. If the joint venture/associates subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of a joint venture/associates is shown on the face of the statement of profit and loss.

The financial statements of the joint venture/associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture/associates. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture/associates is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture/associates and its carrying value, and then recognises the loss as 'Share of profit of a joint venture/associates in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

(c) Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the Consolidated Balance sheet.

(d) Property plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, cost of replacing part of the plant and equipment, borrowing costs if the recognition criteria are met and directly attributable cost of bringing the asset to its location and condition necessary for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

Property, plant and equipment under installation or construction as at the balance sheet date are shown as capital work-in-progress and the related advances are shown as under Non current assets.

On transition to Ind AS (i.e. April 01, 2015), the Group has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category of assets	Useful life estimated by management	Useful life as per Schedule II
Building	18-60 years	30 years
Electrical installations	7 years	10 years
Equipments	13 years	10 - 15 years
Facility and office equipment	7 years	10 years
Furniture and fixtures	7 years	10 years
Other fixtures (included in Building)	2 years	10 years
Computers	3 years	3 - 6 years
Vehicles	3-7 years	6 - 10 years

Leasehold land is amortised over the remaining lease year (refer note 3.1)

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Second hand assets are depreciated over the estimated useful life as per technical estimates.

Leasehold land/Leasehold improvements/ Leasehold Building are depreciated over the primary lease period or useful life, whichever is shorter, on a straight-line basis.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Assets having the value upto ₹ 10,000 is fully depreciated in the period/year of purchase.

The management had estimated, supported by technical advice, the useful life of the category of assets, which are lower and in some cases higher, such as for building than those indicated in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the year over which the assets are likely to be used.

(e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period/year and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation year or method, as appropriate, and are treated as changes in accounting estimates. The

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

There are no internally generated intangible assets capitalised by the Group.

A summary of amortisation policies applied to the Group's intangible assets is as below:

Category of assets	Useful life estimated by management
Computer software - application	3-5 years
Computer software - generic	1 year
Customer contract	10-12 years
Non-compete fees	2 -5 years
Brand	8 years
M-Brand [refer note (12.2.9)]	Indefinite

(f) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are

largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. This recognition criteria is not applicable to non-financial assets such as deferred tax assets and inventories.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer years, a long term growth rate is calculated and applied to project future cash flows till perpetuity.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses of continuing operations, including impairment of inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been



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recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Goodwill and intangible assets with indefinite useful life is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the assets in the CGU on a pro rata basis. Impairment losses relating to goodwill cannot be reversed in future years.

(g) **Non-current assets or disposal group held for sale**

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell.

Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's other accounting policies.

Impairment losses on initial classification as held for sale or held for distribution and subsequent gains and losses on remeasurement are recognised in profit or loss.

Once classified as held for sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated, and equity-accounted investee is no longer equity accounted.

Non-current assets classified as held-for-sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities

of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

(h) **Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial year of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the year in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(i) **Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a year of time in exchange for consideration.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

shorter of lease term or useful life of right-of-use asset. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Right of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments that depend on an index or a rate, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has applied lease exemption to short term leases of all assets that have a lease term of 12 months or less, except where it anticipates renewals and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant yearly rate of return on the lessor's net investment in the lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

(j) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (m) (i) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets



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with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Financial assets at amortised cost (debt instruments)
- ii) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- iii) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- iv) Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes certain investments, trade receivables, cash and cash equivalents and bank balances other than cash and cash equivalents. For more information on receivables, refer to Note 10.2.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's consolidated balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted

for forward-looking factors specific to the debtors and the economic environment.

In certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of assets and liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(k) Inventories

Inventories of pharmacy items and medical consumables are valued at lower of cost or net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis. Cost of these inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location after adjusting for Goods and Service Tax wherever applicable, applying the first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to make the sale. Adequate provision is made for slow moving, non-moving and expired inventory, as determined necessary.

(l) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

(m) Total Income

(i) Revenue recognition

Revenue from contracts with customers is recognised as per Ind AS 115, "Revenue from contract with customers", when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, taking into consideration defined terms of payment and excluding taxes or duties collected on behalf of the government.

Disaggregation of revenue

The Group disaggregates revenue into revenue from rendering hospital services, diagnostic services, pharmacy sales and other operating income. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Group's revenues and cash flows are affected by industry, market and other economic factors.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Operating Income

Revenue from Hospital services is recognised as and when the services are performed, unless significant future uncertainties exists, while revenue from sale of pharmacy items is recognised when the control of the goods have passed to the buyer, usually on delivery of the goods. The Group assesses the distinct performance obligations in the contract and measures to at an amount that reflects the consideration it expects to receive, net of Goods and Services Tax and adjusted for discounts and concessions.

Management fee from hospital management agreement with entities is recognised as and when the services are rendered as per the terms of the agreement.

Income from occupational health centre and ambulance service are recorded as and when rendered.

Rental Income

Rental Income is recognised on an accrual basis and over the year of tenancy.

Contract balances

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. The Group based on the contractual terms and past experience determines the performance obligation satisfaction over time. Unbilled revenue is recognised for the service rendered where patients are not discharged and final invoice is not raised for the service. Unbilled revenue is disclosed under "financial assets" in balance sheet.

Trade receivables

Unbilled revenue represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (i) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due)

from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(ii) Other income

Interest Income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter year, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend income

Dividend income is recognised when the Group's right to receive dividend is established by the reporting date.

(n) Foreign currencies

Items included in the Consolidated Financial Information of the Group are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The Group's financial statements are presented in Indian Rupee, which is also the Group's functional and presentation currency.

The Group's Consolidated Financial Information are presented in ₹, which is also the parent Company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on the settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

On consolidation, the assets and liabilities of foreign operations are translated into ₹ at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

(o) Retirement and other employee benefits

In respect of Companies incorporated in India

Defined contribution plan

Retirement benefit in the form of Provident Fund and Pension Fund are defined contribution schemes. The Group recognises contribution

payable to the schemes as an expense, when an employee renders the related service. The Group has no obligation, other than the contribution payable to the fund.

Defined benefit plan - gratuity

The Group operates a defined benefit plan for its employees for gratuity. The costs of providing benefits under this plan is determined on the basis of actuarial valuation at each year end using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in interest on the defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent years.

Past service costs are recognised in the statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Interest is calculated by applying the discount rate to the defined benefit liability. The Group recognises the following changes in the defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- (ii) Interest expense

Other long-term employee benefits - compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

absences are provided for, based on the actuarial valuation using the projected unit credit method at the period-end. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

The Group recognises termination benefit as a liability and an expense when the group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

In respect of Companies incorporated outside India

Wages, salaries, bonuses and social security contributions are recognised as an expense in the financial year in which the associated services are rendered by employees. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absence. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(p) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in India. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management yearly evaluates positions taken in the tax returns

with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- where deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit or loss is recognised outside the statement of profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and to the same taxation authority.

Goods and Services Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable

When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(q) Share based payments ('ESOP') *

Employees (including senior executives and directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share option outstanding account in equity, over the year in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting year has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Cash-settled transactions

For cash-settled transactions, the estimated fair value of option is recognised, together with a corresponding increase in liability, on a straight line basis over the requisite service period of each separately vesting portion of the option as if the option was in substance. The statement of profit and loss expense or credit for a year represents the movement in cumulative expense recognised as at the beginning and end of that year and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

The vesting needs to be done as per defined in the Grant Letter. There will be two categories of the vesting rights:

Time options – This will be vested on time basis subject to meeting the terms and conditions mentioned in the Employment Letter.

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Performance options - The performance options vesting will be done on achievement of the performance figures as per the budget approved by the board of the previous year of the Company. In case, the same has not been achieved there will be no grant under this for that year. However, there will be a catch up year of one year wherein if the shortfall of the previous year is made up, then the options will be vested of the previous year.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

In case, the amount of the liability recognised on the date of modification is greater than the amount previously recognised as an increase in equity, the Group is following the accounting policy to recognise such excess as an expense in the statement of profit or loss at the date of modification.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

*Refer note 40.

(r) Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit/(loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Basic earnings per share is computed using the weighted average number of equity shares

outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be antidilutive.

(s) Provisions

Provision are recognised when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Onerous contract

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

(t) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the Consolidated Financial Information unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent liabilities and commitments are reviewed by the management at each balance sheet date.

(u) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(v) Segment accounting policies

The Group prepares its segment information based on its reporting to Chief Operating Decision Maker (refer note 39 on segment reporting).

(w) Corporate Social Responsibility (CSR) expenditure

CSR expenditure as per provisions of section 135 of Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, is charged to the statement of profit and loss as an expense as and when incurred.

(x) Share Capital

i. Equity shares

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

ii. Treasury shares

The Company has created Manipal Health Employee Welfare Trust (MHEWT) for

providing share-based payment to its employees. The Company uses MHEWT as a vehicle for distributing shares to employees under the employee stock option schemes. The Company treats MHEWT as its extension and shares held by MHEWT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in Securities premium. Share options exercised during the reporting period are satisfied with treasury shares.

As and when treasury shares are transferred to employees on exercise after satisfaction of the vesting condition the balance lying in treasury share reserve is transferred to retained earnings

2.4 NEW AND AMENDED STANDARDS

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 01, 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The amendments do not have a material impact on the Group's Consolidated financial statements.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees - after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 01 2026 retrospectively in accordance with Ind AS 8.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of

financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

(iv) International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception - the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 01 April 2025, but not for any interim periods ending on or before March C743 2026.

The amendments had no impact on the Group's consolidated financial statements as the Group is not in scope of the Pillar Two model rules.

2.5 STANDARDS NOTIFIED BUT NOT YET EFFECTIVE

The new and amended standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group will adopt these new and amended standards, when they become effective.

(i) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability. In accordance with changes to Ind AS 1 already

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from 2026-27 onward and need to be applied retrospectively. Consequently:

- A breach of either material or immaterial covenant will trigger current classification of liability.

- To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Group is currently assessing the impact the amendments will have on its Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

3.1 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Leasehold land	Leasehold improvements	Electrical installations	Equipments	Facility and office equipment	Furniture and fixtures	Computers	Vehicles	Total
Note		3.1 (b)									
Cost											
At April 01, 2024	712.74	1,826.62	337.79	474.22	468.09	2,028.56	120.13	172.34	209.90	36.05	6,386.44
Additions on account of acquisition of subsidiaries (refer note 31 b)	49.95	218.61	-	-	3.80	209.76	-	23.55	7.89	1.99	515.55
Additions	19.00	30.07	-	29.43	39.76	193.83	-	28.71	87.67	11.40	439.87
Adjustments											-
Disposals/adjustments	(42.34)*	(2.40)	-	(3.26)	(17.53)	(31.92)	(7.67)	8.08	(7.09)	(2.90)	(107.03)
At March 31, 2025	739.35	2,072.90	337.79	500.39	494.12	2,400.23	112.46	232.68	298.37	46.54	7,234.83
Additions on account of acquisition of subsidiaries (refer note 31 a)	201.67	313.16	-	74.97	6.48	555.92	-	34.12	-	1.02	1,187.34
Additions	-	43.68	-	159.28	171.96	619.42	-	43.39	69.62	7.84	1,115.19
Disposals/adjustments	-	(0.17)	-	(1.07)	(3.39)	(17.82)	(6.80)	(3.01)	(6.47)	(2.57)	(41.30)
At March 31, 2026	941.02	2,429.57	337.79	733.57	669.17	3,557.75	105.66	307.18	361.52	52.83	9,496.06
Depreciation											
At April 01, 2024	26.98	456.51	27.57	270.09	290.80	1,136.99	112.18	136.79	160.59	17.71	2,636.21
Additions on account of acquisition of subsidiaries (refer note 31 b)	-	9.78	-	-	1.35	56.49	0.01	12.35	5.02	0.85	85.85
Charge for the year	-	53.09	0.03	20.71	43.64	155.02	4.40	20.91	43.83	6.03	347.66
Disposals	-	(2.23)	-	(1.64)	(7.43)	(29.72)	(7.66)	1.09	(10.35)	(1.66)	(59.60)
At March 31, 2025	26.98	517.15	27.60	289.16	328.36	1,318.78	108.93	171.14	199.09	22.93	3,010.12
Additions on account of acquisition of subsidiaries (refer note 31 a)	-	14.80	-	15.61	1.63	166.17	-	14.47	-	0.59	213.27
Charge for the year	-	57.32	0.03	26.77	65.75	214.65	1.60	30.31	66.40	7.28	470.11
Disposals/adjustments	-	(0.08)	-	(0.73)	(3.14)	(16.38)	(6.73)	(3.00)	(6.26)	(1.90)	(38.22)
At March 31, 2026	26.98	589.19	27.63	330.81	392.60	1,683.22	103.80	212.92	259.23	28.90	3,655.28
Net book value											
At March 31, 2025	712.37	1,555.75	310.19	211.23	165.76	1,081.45	3.53	61.54	99.28	23.61	4,224.71
At March 31, 2026	914.04	1,840.38	310.16	402.76	276.57	1,874.53	1.86	94.26	102.29	23.93	5,840.78

*(a) During the year ended March 31, 2025 MHEPL signed a Deed of Transfer/Exchange with the West Bengal Housing Infrastructure Development Corporation Limited, a Government of West Bengal Company wherein a parcel of freehold land was exchanged for a leasehold land wherein, the same has resulted in reduction in Freehold land with the corresponding increase in Leasehold land.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(b) Building includes those constructed on leasehold land

(₹ in Crores)

	March 31, 2026	March 31, 2025
Gross Block	167.88	166.94
Depreciation charge for the year	8.53	8.34
Accumulated depreciation	70.71	62.37
Net book value	88.64	96.23

(c) All property, plant and equipment of the Group are held in the name of the respective Group entities, except following :

Particulars of the Property	Held in the Name of	Net book value as on March 31, 2026 (₹ in Crores)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Group
Leasehold land	AMRI Hospitals Limited (Erstwhile name of MHEIPL)	29.19	No.	From 1995-96	These leases are held in the erstwhile name of MHEIPL and the Group is in the process of updating to its current name.
Bhubaneswar freehold land	AMRI Hospitals Limited (Erstwhile name of MHEIPL)	1.08	No.	From 2007-08	This land is held in the erstwhile name of MHEIPL.
Land	North Bengal Clinic Private Limited (Erstwhile name of MH Bengal) (refer note 31 b)	9.95	No	From 2003-04	These properties are held in the erstwhile name of MH Bengal and the Group is in the process of updating to its current name.

Refer note 14.1 for details of property, plant and equipment provided as security for borrowings.

3.2 CAPITAL WORK IN PROGRESS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening	614.03	41.59
Additions	1,296.46	1,012.31
Less: Transferred to Property, plant and equipment	(1,115.19)	(439.87)
Closing	795.30	614.03

(a) During the year, the Group has capitalised an aggregate borrowing cost of ₹ 34.02 Crores (March 31, 2025: ₹ 4.54 Crores), on assets lying in capital work in progress. The rate used to determine the amount of borrowing costs eligible for capitalisation was ranging from 7.17% - 8.25% (March 31, 2025: 8.17% - 9.00%) which is the effective interest rate of the specific borrowing.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Capital work in progress ageing schedule

As at March 31, 2026

Particulars	Amount in CWIP for a year of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	267.96	459.31	19.41	48.62	795.30
Projects temporarily suspended	-	-	-	-	-
Total	267.96	459.31	19.41	48.62	795.30

As at March 31, 2025

Particulars	Amount in CWIP for a year of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	606.35	5.88	1.80	-	614.03
Projects temporarily suspended	-	-	-	-	-
Total	606.35	5.88	1.80	-	614.03

There are no capital work-in-progress for which the completion is overdue or has exceeded its cost compared to its original budget.

Refer note 14.1 for details of capital work in progress provided as security for borrowings.

3.3 ASSETS HELD FOR SALE

(₹ in Crores)

	March 31, 2026	March 31, 2025
Land	6.50	6.50
	6.50	6.50

3.3.1 Land held for sale pertains to land situated at Meerut ₹ 6.50 Crores (March 31, 2025: ₹ 6.50 Crores).

3.3.2 As of March 31, 2026, the Group is actively responding to evolving market conditions and ongoing infrastructure developments in and around Meerut. Efforts to market the land are ongoing, with the aim of achieving optimal realisation through a potential sale.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

4 GOODWILL, OTHER INTANGIBLE ASSETS AND RIGHT-OF-USE ASSET

	Goodwill 4 (a)	Intangible Assets				Right-of-use asset [refer note 2.3(i)]							Electrical installations	Total	
		Customer contracts	Brand	Computer software	Non- compete fee	Total	Leasehold land	Buildings	Equipments	Computer software	Vehicle				
Cost															
At April 01, 2024	2,887.39	396.23	42.60	177.14	6.41	622.38	753.55	639.51	143.48	28.51	24.33	0.68	-	1,590.06	
Additions on account of acquisition of subsidiaries (refer note 31 b)	639.92	29.40	-	5.61	52.50	87.51	4.75	38.31	0.26	-	-	-	-	43.32	
Additions	-	-	-	79.22	-	79.22	2.22	394.65	42.92	3.45	-	-	50.10	493.34	
Disposals/adjustments	-	-	-	(0.47)	-	(0.47)	42.34*	(15.90)	-	-	-	-	-	26.44	
At March 31, 2025	3,527.31	425.63	42.60	261.50	58.91	788.64	802.86	1,056.57	186.66	31.96	24.33	0.68	50.10	2,153.16	
Additions on account of acquisition of subsidiaries (refer note 31 a)	4,721.54	-	-	14.32	-	14.32	11.54	333.98	29.07	-	-	-	-	374.59	
Additions	-	-	1,947.11*	35.33	-	1,982.44	-	411.14	87.24	6.27	-	-	19.24	523.89	
Disposals/adjustments	-	-	-	(0.12)	-	(0.12)	-	(6.49)	(10.07)	(20.93)	-	-	(7.56)	(45.05)	
At March 31, 2026	8,248.85	425.63	1,989.71	311.03	58.91	2,785.28	814.40	1,795.20	292.90	17.30	24.33	0.68	61.78	3,006.59	
Amortisation/depreciation															
At April 01, 2024	127.86	57.10	10.66	123.73	6.41	197.90	43.43	220.23	67.29	13.57	20.68	0.68	-	365.88	
Additions on account of acquisition of subsidiaries (refer note 31 b)	-	-	-	4.75	13.12	17.87	0.04	5.67	0.22	-	-	-	-	5.93	
Charge for the year	-	24.89	5.33	32.43	7.88	70.53	4.61	58.82	10.10	10.02	1.58	-	3.52	88.65	
Disposals/adjustments	0.44	-	-	(0.33)	-	(0.33)	-	(10.20)	-	-	-	-	-	(10.20)	
Charge for the year transferred to CWIP	-	-	-	-	-	-	-	3.14	-	-	-	-	-	3.14	
At March 31, 2025	128.30	81.99	15.99	160.58	27.41	285.97	48.08	277.66	77.61	23.59	22.26	0.68	3.52	453.40	
Additions on account of acquisition of subsidiaries (refer note 31 a)	-	-	-	9.26	-	9.26	0.15	62.20	4.65	-	-	-	-	67.00	
Charge for the year	-	25.50	5.33	42.45	10.50	83.78	4.46	86.91	18.27	6.43	1.19	-	8.40	125.66	
Disposals/adjustments	-	-	-	(0.12)	-	(0.12)	-	(3.38)	(2.34)	(20.09)	-	-	(1.08)	(26.89)	
Charge for the year transferred to CWIP	-	-	-	-	-	-	-	2.30	-	-	-	-	-	2.30	
At March 31, 2026	128.30	107.49	21.32	212.17	37.91	378.89	52.69	425.69	98.19	9.93	23.45	0.68	10.84	621.47	
Net book value															
At March 31, 2025	3,399.01	343.64	26.61	100.92	31.50	502.67	754.78	778.91	109.05	8.37	2.07	-	46.58	1,699.76	
At March 31, 2026	8,120.55	318.14	1,968.39	98.86	21.00	2,406.39	761.71	1,369.51	194.71	7.37	0.88	-	50.94	2,385.12	

*Refer note 3.1 (a)

Refer note 14.1 for details of immovable assets provided as security for borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(a) All right-of-use assets of the Group are held in the name of the respective Group entities, except following :

Particulars of the Property	Held in the Name of	Net book value as on March 31, 2026 (₹ in Crores)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Group
Bhubaneshwar leasehold land	AMRI Hospitals Limited (Erstwhile name of MHEIPL)	24.38	No	From 2007-08	These leases are held in the erstwhile name of MHEIPL and MHEIPL is in the process of updating to the current name.

#The Company amended and restated its Brand License Agreement dated March 06, 2026 with MEMG International India Private Limited ("Licensor"), under which the Company ("Licensee") received a perpetual licence to the "M" brand for its hospital and healthcare service business. The value of the "M" brand and the fair value of the equity shares were supported by valuation reports from a Registered Valuer as required under the applicable provisions of the Companies Act, 2013. The brand value of the licence has been computed aggregating to ₹ 1,650.02 Crores. The Company has capitalised the applicable Goods and Services tax on the above consideration to the Brand. (refer note 41)

4(a) Impairment testing of goodwill and intangible assets with indefinite lives

For impairment testing, goodwill acquired through business combinations has been allocated to the CGUs and brand acquired during the year has been considered as corporate asset and is tested for impairment at the Group level as mentioned below.

Carrying amount of goodwill allocated to each of the CGUs:

	Corporate	South cluster	North cluster	East cluster	West cluster ^(b)	HealthMap Radiology	HealthMap Pathology	Total
At April 01, 2024	-	952.93	248.21	1,295.78	72.00	104.56	86.05	2,759.53
Additions on account of acquisition of subsidiaries (refer note 31 b)	-	-	-	639.92	-	-	-	639.92
Liquidation of step-down subsidiary	-	-	-	(0.44)	-	-	-	(0.44)
At March 31, 2025	-	952.93	248.21	1,935.26	72.00	104.56	86.05	3,399.01
Additions on account of acquisition of subsidiaries (refer note 31 a)	-	-	-	-	4,721.54	-	-	4,721.54
Acquisition of Brand during the year [refer note (12.2.9)]	1,947.11	-	-	-	-	-	-	1,947.11
At March 31, 2026	1,947.11	952.93	248.21	1,935.26	4,793.54	104.56	86.05	10,067.66

The Group performed its annual impairment test for year ended March 31, 2026. The Group estimates recoverable amount of CGU basis value-in-use method. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount. As at year ended March 31, 2026, the Group has not identified any indication for impairment of assets. Key assumptions upon which the Group has based its determinations of value-in-use include:

- Estimated cash flows based on internal budgets and industry outlook for a period of five years and a terminal growth rate thereafter.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- The estimated value-in-use of this investment is based on the future cash flows using a 5.00% (March 31, 2025: 5.00%) annual growth rate for periods subsequent to the forecast period of 5 years (March 31, 2025: 5 years). This long term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.
 - Pre-tax Discount rate of 11.81% (March 31, 2025: 11.65%), which reflect current market assessment of the risks. The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.
- b) Estimated cash flows based on internal budgets and industry outlook for a period of thirteen years and a terminal growth rate thereafter for SHPL and its subsidiaries included in West cluster .
- The estimated value-in-use of this investment is based on the future cash flows using a 5.00% annual growth rate for periods subsequent to the forecast period of 13 years . This long term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.
 - Pre-tax Discount rate of 14.20% which reflect current market assessment of the risks.
- The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

5 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

5.1 Investment in equity instruments of a Joint Venture and Associate Company

(₹ in Crores)

	No. of Shares		Amounts	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Terrals Technologies Private Limited [net of impairment (Refer note 5.1.1)]- Joint Venture	100	100	-	-
IGenetic Diagnostics Private Limited [net of impairment (Refer note 5.1.2)]- Associate	73,496	73,496	-	-
Medica TS Hospital Private Limited [net of impairment (Refer note 36 b)] - Associate*	-	7,40,000	-	-
Investment in preference shares of a Joint Venture and Associate Company				
Terrals Technologies Private Limited [net of impairment (Refer note 5.1.1)]- Joint Venture				
[0.01% Series A Compulsorily Convertible Preference shares ('Series A CCPS') of ₹ 100 each fully paid-up in refer note (5.1.1) below]	7,845	7,845	-	-
[0.01% Series B Compulsorily Convertible Preference shares ('Series B CCPS') of ₹ 100 each fully paid-up in refer note (5.1.1) below]	2,197	2,197	-	-
Medica TS Hospital Private Limited [net of impairment] - Associate*	-	2,30,05,182	-	-
[0.01% Optionally Convertible Redeemable Preference shares of ₹ 10 each, fully paid up refer note 36 b]				
Aggregate value of investments			-	-
Aggregate value of provision for impairment			41.59	63.82

*Manipal Hospitals Eastern India Private Limited ('MH Eastern') has entered into a Share Purchase Agreement ('SPA') with Tata Steel Limited on March 17, 2026, to dispose its entire stake in Medica TS Hospitals Private Limited for a consideration of ₹ 1.49 Crores subject to certain conditions stipulated in the SPA. Further, the Company received the said consideration on March 30, 2026.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

5.1.1 The Company signed a Share Subscription Agreement on December 22, 2020 to invest an amount of upto ₹ 80.00 Crores in Terrals Technologies Private Limited (Phable) in upto three tranches. The first tranche of ₹ 40.00 Crores was invested on February 26, 2021 by subscribing to 100 equity shares of ₹ 10 each and 7,845 compulsorily convertibles preference shares of ₹ 100 each. In the year ended March 31, 2022 a further ₹ 29.99 Crores was invested for 2,197 compulsorily convertibles preference shares of ₹ 100 each.

During the year ended March 31, 2023, the Company made provision for impairment of its investment in Terrals Technologies Private Limited (Phable) of ₹ 41.59 Crores, as it did not expect any recoverable amount (net) from its investment.

5.1.2 During the year ended March 31, 2022, the Company acquired 73,496 shares of IGenetic Diagnostics Private Limited for a total consideration of ₹ 47.80 Crores. During the year ended March 31, 2023, IGenetic has filed an application with NCLT to demerge the business of conducting routine and specialized pathological tests, varied diagnostic tests, and operations and management of diagnostic centres into Healthmap Diagnostics Private Limited. The Company continued to have a controlling stake in Healthmap Diagnostics Private Limited post this acquisition.

During the year ended March 31, 2025, NCLT approval was received, and the effect of the scheme was reflected in the Consolidated Financial Statements. Also refer note 31(c)

IGenetic has filed for liquidation as on March 17, 2026.

6 NON-CURRENT FINANCIAL ASSETS

6.1 Investments

(₹ in Crores)

	No of Shares		Amounts	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Investments at fair value through profit and loss				
1) Investments in other Companies/Foundation				
<i>In equity shares</i>				
Renew Wind Energy (Karnataka) Private Limited	18,600	18,600	0.57	0.57
[Equity shares of ₹ 100 each fully paid-up]				
Swasth Digital Health Foundation	5,000	5,000	0.05	0.05
[Equity shares of ₹ 100 each fully paid-up]				
Arctern Healthcare Private Limited (net of impairment charge amounting to ₹ 5.00 Crores) (March 31, 2025: ₹ 5 Crores)	4,968	4,968	-	-
[Equity shares of ₹ 10 each fully paid-up] (refer note 6.1.2)				
Atria Wind Power (Basavana Bagewadi) Private Limited ('Atria')	1,38,335	2,500	2.67	0.05
[Equity shares of ₹ 100 each fully paid-up] (refer note 6.1.3)				
Investment in O2 Renewable Energy				
[Equity shares of ₹ 10 each fully paid-up] (refer note 6.1.1)	1,15,900	1,15,900	0.12	0.12
The Cosmos Co-op. Bank Limited	10,000	-	0.10	-
[Equity shares of ₹ 100 each fully paid-up]				
Radiance MH Solar Power Private Limited	13,86,000	-	1.39	-
[Equity shares of ₹ 10 each fully paid-up]				
The Ahmednagar Shahar Sahakari Bank Maryadit	500	-	0.05	-
[Equity shares of ₹ 1,000 each fully paid-up]				
<i>In Compulsory Convertible Debentures</i>				

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	No of Shares		Amounts	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Investment in O2 Renewable Energy [(refer note (6.1.1))]				
[Compulsory Convertible Debentures of ₹ 1,000 each fully paid-up]	10,424	10,424	1.04	1.04
Aggregate value of unquoted investments (A)			5.99	1.83
Investments in mutual funds (quoted)^#			276.85	143.09
Aggregate book value/market value of quoted investments (B)			276.85	143.09
Aggregate value of investments (A+B)			282.84	144.92
Aggregate value of provision for impairment			5.00	5.00

6.1.1 On October 23, 2023, MHPL acquired 1,15,900 equity shares and 10,424 Series B compulsory convertible debentures of O2 Renewable Energy X Private Limited constituting to 32.54% shareholding of O2 Renewable Energy X Private Limited on a fully diluted basis.

6.1.2 During the year ended March 31, 2024, loan given to Arctern has been converted into equity shares for a consideration of ₹ 5.00 Crores and made provision for impairment of its investment amounting to ₹ 5.00 Crores.

6.1.3 MHEL, MHPL and MHBPL on January 16, 2025 has invested an amount of ₹ 0.05 Crores in Atria by subscribing to 2,500 equity shares as a captive power consumer. During the year ended March 31, 2026, MHPL and MHBPL has invested an additional amount of ₹ 2.62 Crores for 1,35,835 equity shares.

6.1.4 Information about the Group's exposure to fair value measurement and credit and market risks is included in Note 32 & 33

^Refer note 14.1 for details of Investments provided as security for borrowings.

#During the year ended March 31, 2026, MHPL has created a lien in favour of the debenture trustee towards mutual fund amounting to ₹ 118.06 Crores.

6.2 Other financial assets (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Margin money deposit with banks (refer note 6.2.1)	7.66	18.20
Deposits with banks due to mature after twelve months from the reporting date (refer note 6.2.2)	40.27	53.26
Security deposits (refer note 41)	109.73	62.29
	157.66	133.75

6.2.1 Margin money deposits with a carrying amount of ₹ 7.66 Crores (March 31, 2025: ₹ 18.20 Crores) are subject to charge to secure the Group's letter of credit facility for capital purchases and margins against performance guarantees.

6.2.2 It pertains to Debt Service Reserve Account (DSRA) maintained by the Group with Banks amounting to ₹ 31.88 Crores (March 31, 2025: ₹ 31.24 Crores).

7. INCOME TAX ASSETS (NET)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Income tax assets (net of provision for income tax)	544.69	256.18
	544.69	256.18

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

8 OTHER NON-CURRENT ASSETS (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Capital advances		
Considered good	9.84	8.23
Considered doubtful	17.88	17.88
Less: Provision for doubtful capital advances	(17.88)	(17.88)
	9.84	8.23
Prepaid expenses	21.47	21.59
Defined benefit plan assets (refer note 30)	2.09	-
Balances with government authorities	58.90	30.97
	92.30	60.79

9 INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Pharmacy items	82.36	54.87
Medical consumables	87.49	77.06
	169.85	131.93

Refer note 14.1 for details of inventories provided as security for borrowings.

10 CURRENT FINANCIAL ASSETS

10.1 Investments

(₹ in Crores)

	March 31, 2026	March 31, 2025
Investments at fair value through profit and loss		
Investments in mutual funds (quoted)	1,942.81	1,337.93
Investments at amortised cost (unquoted)		
Other investments	449.55	292.83
Aggregate book value/market value of quoted investments	2,392.36	1,630.76

Information about the Group's exposure to fair value measurement and credit and market risks is included in Note 32 & 33.

Refer note 14.1 for details of Investments provided as security for borrowings.

10.2 Trade receivables (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Considered good	1,088.72	758.52
Less: loss allowance on trade receivables	(158.96)	(121.22)
	929.76	637.30

10.2.1 There are no trade receivables which have significant increase in credit risk.

10.2.2 Refer note 14.1 for details of trade receivables provided as security for borrowings.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

10.2.3 Ageing for trade receivables and unbilled revenue due from the due date of payment for each of the category is as follows:

Particulars	As at March 31, 2026						
	Outstanding for following years from due date of payment						
	Not due [#]	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	501.32	438.04	105.41	21.99	13.84	8.12	1,088.72
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	501.32	438.04	105.41	21.99	13.84	8.12	1,088.72
Excepted credit allowance %	0.00%	13.95%	54.46%	84.04%	100.00%	100.00%	14.60%

Particulars	As at March 31, 2025						
	Outstanding for following years from due date of payment						
	Not due [#]	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - considered good	348.82	302.03	72.07	15.58	3.69	16.33	758.52
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	348.82	302.03	72.07	15.58	3.69	16.33	758.52
Excepted credit allowance %	0.04%	11.45%	74.36%	82.73%	100.00%	100.00%	15.98%

[#]includes unbilled revenue of ₹ 83.48 Crores (March 31, 2025: ₹ 61.42 Crores).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

10.3 Cash and cash equivalents

(₹ in Crores)

	March 31, 2026	March 31, 2025
Balances with banks:		
- On current accounts	289.99	197.57
- Deposits with original maturity of less than three months	3.00	88.75
Cheques, drafts on hand	0.03	-
Cash on hand	6.34	4.96
	299.36	291.28

Refer note 14.1 for details of cash and cash equivalents provided as security for borrowings.

10.4 Bank balances other than cash and cash equivalents

(₹ in Crores)

	March 31, 2026	March 31, 2025
Deposits with banks original maturity with more than three months but less than twelve months	23.86	39.01
	23.86	39.01

Refer note 14.1 for details of bank balances other than cash and cash equivalents provided as security for borrowings.

10.5 Loans (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Loans to employees	2.40	3.38
Loans to others	1.67	-
	4.07	3.38

Refer note 14.1 for details of loans provided as security for borrowings.

10.6 Other financial assets (Unsecured considered good unless otherwise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Security deposits	0.71	0.64
Interest accrued on fixed deposits	7.96	3.63
Interest accrued on commercial papers	9.87	2.32
Bank deposits with remaining maturity less than twelve months	95.36	1.00
Margin money deposit with banks	40.56	24.91
Earnest money deposit	0.23	0.23
Other receivables (refer note 10.6.1)		
Considered good	19.30	26.06
Considered doubtful	1.42	0.76
Less: loss allowance on other receivables	(1.42)	(0.76)
Net other receivables	19.30	26.06
	173.99	58.79

10.6.1 includes receivables from related parties (refer note 41).

Refer note 14.1 for details of other financial assets provided as security for borrowings.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

11 OTHER CURRENT ASSETS (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Prepaid expenses	73.15	31.86
Advances to suppliers		
Considered good	23.84	16.13
Considered doubtful	2.76	2.76
Less: Provision against advances to suppliers	(2.76)	(2.76)
Net advances to suppliers	23.84	16.13
Balance with government authorities	6.37	7.67
Others	5.93	-
	109.29	55.66

Refer note 14.1 for details of other current assets provided as security for borrowings.

12 EQUITY SHARE CAPITAL

	March 31, 2026	March 31, 2025
12.1 Authorised shares (Nos.)		
1,500,000,000 Equity Shares of face value of ₹ 2/- each (March 31, 2025:	300.00	135.00
135,000,000 Equity Shares of face value of ₹ 10/- each)		
12.2 Issued, subscribed and fully paid-up shares (Nos.)		
1,179,757,321 Equity Shares of face value of ₹ 2/- each (March 31, 2025:	235.95	77.06
77,062,434 Equity Shares of face value of ₹ 10/- each)		
Total issued, subscribed and fully paid-up share capital	235.95	77.06

Notes:

- 12.2.1 *During the year ended March 31, 2025, the Company offered 14,32,389 equity shares (includes Imperius Healthcare Investments Pte Ltd.: 259,739 equity shares; Kabru Investments Pte. Ltd.: 111,998 equity shares; Kangto Investments Pte. Ltd.: 386,745 equity shares; TPG SG Magazine Pte. Ltd.: 157,563 equity shares) on rights basis to its existing shareholders for raising upto ₹ 750 Crores. The rights issue was fully subscribed and allotment concluded on June 20, 2024.
- 12.2.2 *On July 13, 2023, Kabru Investments Pte Ltd (Kabru) acquired 2,535,477 equity shares (3.35%) and 7,940,048 equity shares (10.50%) from Cypress Holdings and Manipal Global Health Services ('MGHS') respectively. On January 10, 2024, Phoenix Bear Investments LLC acquired 787,278 equity shares (1.04%) and Novo Holdings Invest Asia A/S acquired 944,734 equity shares (1.25%) from Kabru. On January 31, 2024, Seventy Second Investment Company LLC acquired 2,830,015 equity shares (3.74%) from Kabru. On August 20, 2024 Ammar Sdn Bhd acquired 1,476,535 equity shares (1.92%) from Kabru. Therefore, as of March 31, 2026 Kabru holds 5.78% (March 31, 2025: 5.90%) in the Company.
- 12.2.3 *On July 13, 2023, Kangto Investments Pte Ltd. (Kangto) acquired 2,04,20,112 equity shares (27.00%) of the Company from MGHS.
- 12.2.4 *Kabru, Kangto and Imperius Healthcare Investments Pte Ltd (collectively referred to be as Temasek Group) collectively holds 50.01% (March 31, 2025: 51.03%) shareholding of the Company as of March 31, 2026.
- 12.2.5 *On July 14, 2023 TPG Asia VI SF Pte Ltd ('TPG Asia') transferred 7,952,578 equity shares of the Company to MGHS. Further, on July 19, 2023 TPG transferred 8,319,305 equity shares of the Company to Manipal Research and Management Services International ('MRMSI'). On July 19, 2023 MRMSI transferred 8,319,305 equity shares amounting to 11% shareholding of the Company to TPG SG Magazine Pte Ltd ('TPG').
- 12.2.6 *On July 14, 2023 National Investment Infrastructure Fund - II transferred its entire shareholding of 6,390,739 equity shares to MGHS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

12.2.7 *Pursuant to the share transfers between MGHS and Kabru, Kangto, TPG, NIIF and MHEWT, the shareholding of MGHS stood at 20.46% as of March 31, 2024. Cypress Holdings held 3.87% as of March 31, 2024. MGHS did not participate in the rights issue and renounced its rights in favour of Cypress Holdings, MGHS holds 19.68% as of March 31, 2026 (March 31, 2025: 20.08%) and Cypress Holdings hold 4.17% as of March 31, 2026 (March 31, 2025: 4.25%).

12.2.8 During the year ended March 31, 2026, the authorised share capital of the Company was increased by ₹ 165.00 Crores

12.2.9 The Company amended and restated its Brand License Agreement dated March 6, 2026 with MEMG International India Private Limited ("Licensor"), under which the Company ("Licensee") received a perpetual licence to the "M" brand for its hospital and healthcare service business. The value of the "M" brand and the fair value of the equity shares were supported by valuation reports from a Registered Valuer as required under the applicable provisions of the Companies Act, 2013. The brand value of the licence has been computed aggregating to ₹ 1,650.02 Crores (excluding Goods and Services tax) and the same was discharged through issuance of 23,820,811 equity shares of face value ₹ 2 each at a premium of ₹ 690.68 per share, on a preferential basis by way of private placement to the Licensor.

*Number of equity shares presented are before sub-division and bonus issue.

12.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period:

Equity Shares	March 31, 2026		March 31, 2025	
	Nos.	₹ in Crores	Nos.	₹ in Crores
At the beginning of the year	7,70,62,434	77.06	7,56,30,045	75.63
Add : Issued during the year	-	-	14,32,389	1.43
Balance before share split (Equity shares of face value of ₹ 10 each)	7,70,62,434	77.06	7,70,62,434	77.06
Increase in equity shares on sub-division of 1 equity share of face value of ₹ 10 each into 5 equity shares of face value of ₹ 2 each (refer note 29.1.1)	30,82,49,736	-	-	-
Increase in equity shares on bonus issue of 2 equity share for every 1 equity shares held (refer note 29.1.2)	77,06,24,340	154.13	-	-
Issue of equity shares [refer note (12.2.9)]	2,38,20,811	4.76	-	-
At the end of the year	1,17,97,57,321	235.95	7,70,62,434	77.06

12.4 Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 2 per share (March 31, 2025: ₹ 10 each-refer note 29.1.1). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year, the Company has not declared any dividend.

In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to number of equity shares held by shareholders.

12.5 Shares held by holding/ultimate holding company and/or their subsidiaries/associates

As of March 31, 2026 there is no holding/ultimate holding company and/or their subsidiaries/associates for the Company.

12.6 Details of shareholders holding more than 5% shares in the Company



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

	March 31, 2026		March 31, 2025	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of ₹ 2 each (March 31, 2025: ₹ 10 each) fully paid				
Kabru Investments Pte. Ltd.	6,82,34,415	5.78%	45,48,961	5.90%
Kangto Investments Pte. Ltd.	31,21,02,855	26.45%	2,08,06,857	27.00%
TPG SG Magazine Pte. Ltd.	12,71,53,020	10.78%	84,76,868	11.00%
Manipal Global Health Services	23,21,47,755	19.68%	1,54,76,517	20.08%
Imperius Healthcare Investments Pte Ltd.	20,96,09,340	17.77%	1,39,73,956	18.13%
Manipal Education and Medical Group India Private Limited	6,33,84,915	5.37%	42,25,661	5.48%

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

12.7 Details of shareholding by the promoters of the Company

As at March 31, 2026

(₹ in Crores)

Promoter Name	No. of shares as at March 31, 2026 [#]	% of Total Shares
Dr. Ranjan Ramdas Pai	21,80,790	0.18%
Manipal Global Health Services	23,21,47,755	19.68%
MEMG International Limited	-	0.00%
Kangto Investments Pte. Ltd.	31,21,02,855	26.45%
Imperius Healthcare Investments Pte. Ltd.	20,96,09,340	17.77%
Kabru Investments Pte. Ltd.	6,82,34,415	5.78%

[#]The Company has filed Draft Red Herring Prospectus with Securities Exchange Board of India on March 23, 2026 wherein Dr. Ranjan Ramdas Pai, Manipal Global Health Services, MEMG International Limited, Kangto Investments Pte. Ltd., Imperius Healthcare Investments Pte. Ltd. and Kabru Investments Pte. Ltd. have been identified as promoters pursuant to First Amendment Agreement dated March 06, 2026 to the Shareholders' Agreement dated April 06, 2023 approved by the Board of directors of the Company on March 04, 2026.

12.8 Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	March 31, 2026	March 31, 2025
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	77,06,24,340	-
Equity shares issued for acquisition of Brand [refer note (12.2.9)]	2,38,20,811	-

12.9 As at March 31, 2026 and March 31, 2025 the Group does not have any shares reserved for issue under options and contracts or commitments for the sale of shares except Employee Stock Option Plans (refer note 40).

13 OTHER EQUITY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	March 31, 2026	March 31, 2025
13.1 Securities premium		
Balance at the beginning of the year	3,414.21	2,665.64
Less: Utilised for issue of bonus shares (refer note 29.1.2)	(154.13)	-
Add: Addition during the year (refer note 49 and 12.2.9)	1,645.26	748.57
Balance at the end of the year	4,905.34	3,414.21
13.2 Employee stock options outstanding account		
Balance at the beginning of the year	40.76	1.93
Add: Share based expense for the year	32.97	38.83
Balance at the end of the year	73.73	40.76
13.3 General reserve		
Balance at the beginning of the year	2.80	2.80
Add: Addition during the year	-	-
Balance at the end of the year	2.80	2.80
13.4 Debenture redemption reserve		
Balance at the beginning of the year	-	-
Add: Transferred from retained earnings	185.50	-
Balance at the end of the year	185.50	-
13.5 Retained earnings		
Balance at the beginning of the year	2,330.78	1,283.18
Add: Profit for the year	892.39	1,065.35
Less: Transferred to Debenture redemption reserve	(185.50)	-
Less: Acquisition of further interest in step-down subsidiary/subsidiary	(0.06)	(17.75)
Balance at the end of the year	3,037.61	2,330.78
13.6 Re-measurement of defined benefit plans		
Balance at the beginning of the year	(2.91)	1.81
Less: Other comprehensive income/(loss) for the year (net of tax)	3.00	(4.72)
Balance at the end of the year	0.09	(2.91)
13.7 Foreign currency translation reserve (item of OCI)		
Balance at the beginning of the year	(15.39)	(15.48)
Add: Additions during the year	0.50	0.09
Balance at the end of the year	(14.89)	(15.39)
Total of other equity	8,190.18	5,770.25
13.8 Non-controlling interest		
Balance at the beginning of the year	152.84	71.99
Add: Share of profit and other comprehensive income for the year	24.65	15.88
Add : On account of acquisition of subsidiary (refer note 31 a and b)	195.17	74.70
Less: Acquisition of further interest in step-down subsidiary (refer note 31 d)	0.01	(9.58)
Less: On account of liquidation of step-down subsidiary	-	(0.15)
Balance at the end of the year	372.67	152.84



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

14 NON-CURRENT FINANCIAL LIABILITIES

14.1 Borrowings (secured unless other-wise stated)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Non-current Borrowings		
Term loan from banks (refer note 14.1.1 to 14.1.2)	4,049.70	3,703.68
Term loan from financial institutions (refer note 14.1.1 to 14.1.2)	957.01	1,047.59
Term loan from others (unsecured) (refer note 14.1.5)	-	0.03
Loan for purchase of assets from banks (refer note 14.1.3 and 14.1.4)	13.59	15.51
Non-convertible debentures (refer note 14.1.6 and 14.1.7)	5,267.23	-
(A)	10,287.53	4,766.81
Less: Current maturities - disclosed under the head Short term borrowings		
Term loan from banks	285.52	250.12
Term loan from financial institutions	48.69	42.12
Term loan from others	-	0.03
Loan for purchase of assets from banks	4.52	4.57
(B)	338.73	296.84
Non- Current Borrowings (A-B)	9,948.80	4,469.97

14.1.1 Details of Principal outstanding, rate of interest and repayment terms for term loans from banks and financial institutions

As at March 31, 2026

Particulars	Interest Rate as on March 31, 2026	Frequency	Number of structured installments	Year of Maturity	Principal Outstanding (net of transaction cost) (₹ in Crores)
Secured Term loan (Bank 1)	6.87%-7.17%	Quarterly	Upto 52 Installments	Upto September 30, 2040	1,267.54
Secured Term loan (Bank 2)	7.15%	Quarterly	Upto 48 Installments	Upto August 31, 2038	759.81
Secured Term loan (Bank 3)	6.77%-7.22%	Quarterly	Upto 58 Installments	Upto December 31, 2040	931.51
Secured Term loan (Bank 4)	9.10% - 9.15%	Quarterly	Upto 36 Installments	Upto April 30, 2032	62.01
Secured Term loan (Bank 5)	6.87%-7.12%	Quarterly	Upto 40 Installments	Upto September 30, 2035	491.98
Secured Term loan (Bank 6)	7.00%-8.75%	Quarterly	Upto 40 Installments	Upto March 31, 2036	514.73
Secured Term loan (Bank 7)	9.10% - 9.25%	Monthly	Upto 60 Installments	Upto December 07, 2027	0.42
Secured Term loan (Bank 8)	8.10% - 8.23%	Monthly	Upto 130 Installments	Upto May 05, 2029	3.40
Secured Term loan (Bank 9)	7.70%-8.52%	Monthly	Upto 90 Installments	Upto January 01, 2029	5.91
Secured Term loan (Bank 10)	7.34%- 7.90%	Monthly	Upto 77 Installments	Upto August 20, 2030	7.08
Secured Term loan (Bank 11)	9.75%	Monthly	Upto 13 Installments	Upto September 02, 2025	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Particulars	Interest Rate as on March 31, 2026	Frequency	Number of structured installments	Year of Maturity	Principal Outstanding (net of transaction cost) (₹ in Crores)
Secured Term loan (Bank 12)	7.82%	Monthly	Upto 118 installment	Upto May 20, 2027	5.31
Secured Term loan (Financial institution 1)	8.75%	Quarterly	Upto 40 Installments	Upto March 31, 2039	365.25
Secured Term loan (Financial institution 2)	7.85%	Quarterly	Upto 80 Installments	Upto December 31, 2049	591.76
Total					5,006.71

As at March 31, 2025

Particulars	Interest Rate as on March 31, 2025	Frequency	Number of structured installments	Year of Maturity	Principal Outstanding (net of transaction cost) (₹ in Crores)
Secured Term loan (Bank 1)	7.94% - 8.19%	Quarterly	Upto 52 Installments	Upto March 31, 2040	1,017.44
Secured Term loan (Bank 2)	8.15%	Quarterly	Upto 48 Installments	Upto August 31, 2038	801.93
Secured Term loan (Bank 3)	7.84% - 8.22%	Quarterly	Upto 41 Installments	Upto March 31, 2040	740.61
Secured Term loan (Bank 4)	9.10% - 9.15%	Quarterly	Upto 36 Installments	Upto April 30, 2032	73.39
Secured Term loan (Bank 5)	7.94% - 8.25%	Quarterly	Upto 40 Installments	Upto September 30, 2035	529.06
Secured Term loan (Bank 6)	8.00% - 8.25%	Quarterly	Upto 40 Installments	Upto March 31, 2036	517.48
Secured Term loan (Bank 7)	9.10% - 9.25%	Monthly	Upto 60 Installments	Upto December 07, 2027	0.63
Secured Term loan (Bank 8)	9.36% - 9.86%	Monthly	Upto 131 Installments	Upto July 05, 2029	4.44
Secured Term loan (Bank 9)	8.44% - 9.86%	Monthly	Upto 91 Installments	Upto February 01, 2029	8.35
Secured Term loan (Bank 10)	8.31% - 8.79%	Monthly	Upto 77 Installments	Upto August 20, 2030	9.58
Secured Term loan (Bank 11)	9.75%	Monthly	Upto 13 Installments	Upto September 02, 2025	0.77
Secured Term loan (Financial institution 1)	8.75% - 9.25%	Quarterly	Upto 57 Installments	Upto March 31, 2039	454.27
Secured Term loan (Financial institution 2)	8.25%	Quarterly	Upto 80 Installments	Upto December 31, 2049	593.32
Total					4,751.27

14.1.2 The terms and conditions of all the term loans from banks and financial institutions are similar and are as follows:

During the year ended March 31, 2026 and March 31, 2025 the consolidated security offered to lenders are as below:-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- a) first ranking pari passu Security Interest over all movable fixed assets and current assets of the Company along with MHEIPL, MHDPL, MHBPL & MHPL including but not limited to movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, intangible assets (including goodwill, trademarks and patents) and all other movable properties of whatsoever nature (both present and future) (other than any debt service reserve amounts (including in the form of fixed deposits or lien marked mutual funds) or debt service reserve accounts required to be maintained or maintained with respect to the Facilities) as per the facility agreement;
- b) first ranking pari passu Security Interest over specific Immovable Properties of the Company, MHEIPL, MHDPL, & MHPL
- c) first ranking pari passu Security Interest, by way of hypothecation, over all leasehold improvements of all Immovable Properties and Excluded Properties.
- d) exclusive Security Interest over the debt service reserve amounts (including in the form of fixed deposits or lien marked mutual funds) or debt service reserve accounts required to be maintained or maintained with respect to such Facility
- e) Term loan taken by Healthmap secured by:-
 - (i) a first and exclusive charge over all present and future movable property plant and equipment and current assets pertaining to other than Jharkhand project of Healthmap and project funded by other lenders.
 - (ii) a first and exclusive charge over all and current assets pertaining to other than Jharkhand project of Healthmap and project funded by other lenders.
- f) Equipment loan taken by MH Eastern secured by:-
 - (i) First and Exclusive Hypothecation on Financed Equipment
- g) The terms and conditions of term loans from banks taken by MH Bengal are as follows:-
 - i) Term loan of ₹ 0.58 Crores (March 31, 2025: ₹ 0.88 Crores) is secured by:
 - a) Primary Security - Extension of mortgage on Manipal Hospital Rangapani (formerly known as Medica Cancer Hospital) at Rangapani, District Darjeeling and Manipal Hospital Siliguri (formerly known as Medica North Bengal Clinic) at Meghnad Saha Sarani, District Darjeeling
 - b) Collateral Security-First Charge by way of hypothecation on entire movable fixed assets and current assets of the Company both present and future.
 - ii) Term loan of ₹ 2.83 Crores (March 31, 2025: ₹ 3.57 Crores) is secured by:
 - a) Equitable Mortgage on land and building: Manipal Hospital Rangapani (formerly known as Medica Cancer Hospital) at Rangapani, District Darjeeling and Manipal Hospital Siliguri (formerly known as Medica North Bengal Clinic) at Meghnad Saha Sarani, District Darjeeling.
 - b) Exclusive Hypothecation of Stock and Book-debts.
- h) Equipment loan taken by MH Bengal secured by:-
 - (i) Primary Security -Exclusive charge by way of Hypothecation of Medical Equipments funded out of Term Loan.
 - (ii) Collateral Security - Extension of mortgage of Manipal Hospital Rangapani (formerly known as Medica Cancer Hospital) at Rangapani, District Darjeeling and Manipal Hospital Siliguri (formerly known as Medica North Bengal Clinic) at Meghnad Sarani, Pradhan Nagar, Siliguri, District Darjeeling.
 - (iii) First Charge by way of hypothecation on entire movable fixed assets and current assets of the Company both present and future.
- i) Term loan taken by KMMT Silo for the year ended March 31, 2026 is secured by:-
 - (i) Exclusive charge by way of mortgage of land and buildings situated at Plot 30C, Karve Road, Erandwane, Pune - 411004.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

14.1.3 Details of principal outstanding, rate of interest and repayment terms for loan for purchase of assets:-

	March 31, 2026	March 31, 2025
Principal outstanding (₹ in Crores)	13.59	15.51
Rate of interest	(7.05% to 8.50%)	(7.35% to 10.00%)
Year of repayment	2026 to 2032	2025 to 2033

14.1.4 The Group obtained vehicle under financing arrangements from Bank and secured against such vehicle.

14.1.5 The Group has obtained loan from others having principal outstanding of Nil (March 31, 2025 ₹ 0.03 Crores) which is repayable on demand.

14.1.6 Details of principal outstanding, rate of interest and repayment terms for non-convertible debentures:-

	March 31, 2026	March 31, 2025
Principal outstanding (₹ in Crores)	5,267.23	-
Rate of interest	9.03%	-
Year of repayment	2027	-

14.1.7 Terms of non-convertible debentures

MHPL has issued 531,000 denominated, senior, unsecured, rated and listed non-convertible debentures, having a face value of ₹ 100,000 each. The coupon rate for the NCDs was determined at 9.03%. The NCDs are backed by corporate guarantee from MHPL. Pursuant to the Debenture Trust Deed dated September 08, 2025, MHPL has created pledge over its investment in Sahyadri Hospitals Private Limited within 120 days from date of acquisition. This condition was satisfied by the MHPL on January 23, 2026 vide execution of Pledge Agreement in favour of the Debenture Trustee.

14.2 Lease liabilities

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	1,618.34	1,186.26
Additions on account of acquisition of subsidiary (refer note 31 a and b)	230.34	20.23
Add: New leases during the period	519.38	440.00
Add: Interest accrued	201.09	136.04
Add: Interest capitalised	5.78	7.08
Less: Lease paid*	(66.39)	(50.21)
Less: Interest paid	(180.34)	(114.33)
Less: Lease liability reversed	(18.57)	(6.73)
	2,309.63	1,618.34
Non-current	2,230.41	1,548.87
Current	79.22	69.47

*includes lease rent paid to related parties (refer note 41)

The Group had total cash outflows for short term leases and low value leases of March 31, 2026 ₹ 86.44 Crores (March 31, 2025: ₹ 65.55 Crores).

14.2.1 Notes

The Group has taken on lease certain land, building for hospital operations, diagnostic centres, hostels for staff, equipments and office spaces and certain software for use in the course of its business.

Refer notes 2.3(i) in relation to accounting policy for leases.

Refer note 4 for depreciation charge for right-of-use assets by class of underlying asset and additions to right-of-use assets and the carrying amount of right-of-use assets at the end of the reporting period by class of underlying asset.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Refer note 27.1 in relation to short term leases and leases of low-value assets accounted for applying paragraph 6 of Ind AS 116.

Refer note 33 (c) disclosure on maturity analysis of lease payments

Refer note 47 disclosure on cash outflows for lease liabilities

14.3 Other financial liabilities

(₹ in Crores)

	March 31, 2026	March 31, 2025
at amortised cost		
Other payable	24.57	34.96
at fair value		
Put option liability*	148.58	-
Other financial liability [refer note(17.3.2)]	5.61	-
	178.76	34.96

*SHPL has granted a put option to non-controlling shareholders of Saideep Healthcare and Research Private Limited to sell their equity shares at fair value based on predefined valuation methodology.

15 PROVISIONS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Non-current		
Provision for employee benefits		
Provision for gratuity (refer note 30)	63.17	39.55
	63.17	39.55

16 INCOME TAX

The major components of income tax expense for the year ended March 31, 2026 and March 31, 2025:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Statement of Profit and loss:		
Current income tax:		
Current income tax charge	174.21	300.18
Adjustment of tax relating to earlier years	(3.71)	(9.47)
(A)	170.50	290.71
Deferred tax:		
Origination and (reversal) of temporary differences (refer note 16.1.1)	91.01	(130.07)
(B)	91.01	(130.07)
Tax expense reported in the statement of profit and loss (A+B)	261.51	160.64
OCI section		
Tax on net loss on remeasurement of defined benefit plan	1.06	(1.45)
Tax expense/(credit) reported in other comprehensive income	1.06	(1.45)

16.1.1 During the year ended March 31, 2025, MHEIPL recognised Deferred Tax Assets (Net) of ₹ 95.79 Crores primarily on unrecognised unabsorbed depreciation based on the probability of sufficient taxable profit in future periods against which such business loss will be set off. Further, MHEIPL has also utilised the deferred tax asset created during the year ended March 31, 2025 on the unabsorbed depreciation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Profit before tax	1,178.10	1,242.31
Income tax at applicable statutory tax rate (%)	25.17% - 27.82%	25.17% - 34.94%
Income tax at applicable statutory tax rate	296.53	312.69
Tax adjustment pertaining to earlier years	(0.20)	(10.05)
Impact of statutory tax rate changes on capital gains	(4.99)	(37.82)
Deferred tax recognised basis reasonable certainty	-	(106.42)
Tax effect of non-deductible expenses	(41.65)	1.34
Effect of change in tax rates	9.35	-
Losses for which no deferred tax asset is recognised	2.38	3.26
Others	0.09	(2.36)
Tax expense as reported	261.51	160.64

Certain entities of the Group have incurred losses during the relevant period, which has resulted in reduction of profit in the Consolidated Financial Statements. However, the tax liability has been discharged by the respective entities on a standalone basis. Further, in view of absence of reasonable certainty, the Group has not recognised deferred tax asset in certain companies.

Deferred tax

(₹ in Crores)

	Recognised in balance sheet		Recognised in profit and loss and OCI	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Property plant equipment and Intangible assets: Impact of difference between tax depreciation as per Income Tax Act, 1961 over depreciation/ amortisation as per Companies Act, 2013.	(947.84)	(696.45)	161.87	61.70
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis ^{^#}	625.35	476.93	(106.90)	(140.34)
Provision for doubtful debts and advances	33.60	38.24	(8.91)	(19.74)
Fair valuation of investments in mutual fund	(23.12)	(21.36)	(1.39)	7.07
Deferred tax on short term capital loss	-	(0.13)	0.48	6.56
Deferred tax on long term capital loss	0.71	5.38	4.67	0.25
Deferred tax assets not recognised on account of no reasonable certainty of sufficient profits	(25.84)	(35.90)	(1.54)	(46.11)
Deferred tax assets recognised on unabsorbed depreciation and tax losses	166.86	208.98	37.06	1.31
Provision for impairment of investment	0.73	0.73	-	0.42
Deferred tax on fair valuation of preference shares	-	(0.17)	(0.17)	(0.23)
MAT credit entitlement	-	0.95	0.95	-
Others	17.18	20.67	5.95	(2.41)
Deferred tax charge/(credit)			92.07	(131.52)
Net deferred tax liabilities	(152.37)	(2.13)		

[^]Includes items under 43B such as Leave encashment, gratuity and bonus.

[#]Gratuity amount routed through Other Comprehensive Income pertaining to remeasurement of defined benefit plan.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Reflected in the balance sheet as follows:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Deferred tax assets	129.84	181.61
Deferred tax liabilities	(282.21)	(183.74)
Deferred tax liabilities (net)	(152.37)	(2.13)

Note: Deferred tax assets/(liabilities) has been disclosed basis entity wise net deferred tax assets/(liabilities) as at year end.

Reconciliation of deferred tax liability

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	(2.13)	(149.59)
Recognised on acquisition of subsidiaries (refer note 31 a and b)	(58.17)	15.93
Tax (charge)/credit during the year recognised in profit or loss	(91.01)	130.07
Subtotal	(151.31)	(3.59)
Tax (charge)/credit during the year recognised in OCI	(1.06)	1.45
Closing balance	(152.37)	(2.13)

DTA has not been recognised on temporary differences in relation to indexation benefit on investment in subsidiaries, joint ventures and associate, as the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary differences will not reverse in foreseeable future.

Unrecognised deferred tax asset:

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom.

	March 31, 2026		March 31, 2025	
	Gross Amount	Unrecognised tax effect	Gross Amount	Unrecognised tax effect
Carried forward business losses	21.73	5.47	41.47	10.44
Carried forward unabsorbed depreciation	81.84	20.60	77.47	19.50
Carried forward short/long term capital losses	30.82	7.76	11.97	3.01
	134.39	33.83	130.91	32.95

Tax losses carried forward:

Tax losses for which no deferred tax asset was recognised expire as follows:

	March 31, 2026		March 31, 2025	
	Amount (₹ in cr)	Expiry date	Amount (₹ in cr)	Expiry date
Carried forward business losses	21.73	2026-27 to 2029-30	41.47	2025-26 to 2032-33
Carried forward unabsorbed depreciation	81.84	Not Applicable	77.47	Not Applicable
Carried forward long term capital losses	30.82	2031-32 to 2033-34	11.97	2031-32

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

17 CURRENT FINANCIAL LIABILITIES

17.1 Short term borrowings

(₹ in Crores)

	March 31, 2026	March 31, 2025
Term loan from banks (refer note 14.1.1 to 14.1.2)	285.52	250.12
Term loan from financial institutions (refer note 14.1.1 to 14.1.2)	48.69	42.12
Loan for purchase of assets from banks (refer note 14.1.3 and 14.1.4)	4.52	4.57
Term loan from others (unsecured) (refer note 14.1.5)	-	0.03
Interest accrued but not due on borrowings (refer note 17.1.1)	1.84	-
Interest accrued but not due on non convertible debentures (refer note 17.1.2)	264.05	-
	604.62	296.84

17.1.1 The details of interest rates, repayment and other terms are disclosed under note 14.1.

17.1.2 The details of interest rates, repayment and other terms are disclosed under notes 14.1.6 & 14.1.7.

17.2 Trade payables

(₹ in Crores)

	March 31, 2026	March 31, 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	61.21	36.14
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,403.35	1,090.45
	1,464.56	1,126.59

For details relating to payable to related parties refer note 41.

As at March 31, 2026

Particulars	Outstanding for following years from due date of payment					
	Not due (including provision for expense)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	47.91	13.28	0.02	-	-	61.21
Outstanding dues of creditors other than micro enterprises and small enterprises	1138.34	208.50	23.67	11.68	21.16	1,403.35
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	1,186.25	221.78	23.69	11.68	21.16	1,464.56



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

As at March 31, 2025

Particulars	Outstanding for following years from due date of payment					
	Not due (Including provision for expense)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	26.56	9.35	0.06	0.01	0.16	36.14
Outstanding dues of creditors other than micro enterprises and small enterprises	874.62	177.45	10.49	11.11	16.78	1,090.45
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	901.18	186.80	10.55	11.12	16.94	1,126.59

There were no disputed dues from Micro enterprises and small enterprises and creditors other than micro enterprises and small enterprises.

17.3 Other financial liabilities

(₹ in Crores)

	March 31, 2026	March 31, 2025
at amortised cost		
Interest accrued but not due on borrowings (refer note 17.1.1)	-	2.09
Capital creditors (refer note 17.3.1)	274.54	84.44
Sundry deposits	2.14	2.28
Retention money	25.26	13.42
Provision for Phantom Stock Option Compensation (refer note 40.3)	1.25	-
Other payables	16.90	15.51
at fair value		
Other financial liability (refer note 17.3.2)	538.42	-
	858.51	117.74

17.3.1 As at March 31, 2026, outstanding amount of ₹ 16.23 Crores (March 31, 2025 ₹ 5.05 Crores) is due to micro and small enterprises. There are no interest due or outstanding on the same. There were no amounts paid to micro and small enterprises beyond the appointed date during the current and the previous years.

17.3.2 Includes amount attributable towards Tranche 3 for acquisition of SHPL. (refer note 31 a).

18 OTHER CURRENT LIABILITIES

(₹ in Crores)

	March 31, 2026	March 31, 2025
Statutory dues	229.83	47.90
Advance received from customer (refer note 21 b)	26.40	33.41
Stamp duty payable	12.10	15.22
Donations and other funds	14.45	15.38
Liability towards free services	0.60	0.05
Others	0.61	0.05
	283.99	112.01

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

19 PROVISIONS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Current		
Provision for employee benefits		
Provision for gratuity (refer note 30)	4.20	2.26
Provision for compensated absences	66.68	66.45
	70.88	68.71

20 CURRENT TAX LIABILITIES (NET)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Current tax liabilities (net)	0.58	3.44
	0.58	3.44

21 REVENUE FROM OPERATIONS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Revenue from goods and services*		
Hospital services	9,789.15	7,814.45
Diagnostic services	241.32	219.07
Pharmacy sales	428.68	312.60
	10,459.15	8,346.12
Less: Discounts#	(254.32)	(212.41)
Total revenue from contract with customers (A)	10,204.83	8,133.71
Other operating revenues		
Management fees from hospitals*	51.99	42.58
Occupational health centre and ambulance service	34.61	32.62
Rental income*	9.83	8.26
Others	34.49	25.09
Total (B)	130.92	108.55
Total (A+B)	10,335.75	8,242.26

*includes transactions with related parties (refer note 41).

#primarily from hospital services

a) The revenue from contracts with customer at disaggregation is provided above.

b) Changes in contract liabilities- Advance received from customers.

(₹ in Crores)

	March 31, 2026	March 31, 2025
Balance at the beginning of the year	33.41	22.26
Less: Revenue recognised that was included in the balance at the beginning of the year	(33.41)	(22.26)
Add: Increase due to advance from patients received, net of unbilled revenue (refer note 18)	26.40	33.41
Balance at the end of the year	26.40	33.41
Expected revenue recognition from remaining performance obligations:		
- Within one year	26.40	33.41

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

c) Contract balances

(₹ in Crores)

	March 31, 2026	March 31, 2025
Receivables		
- Trade receivables (refer note 10.2)	929.76	637.30
Contract liabilities		
- Advance received from customer (refer note 18)	26.40	33.41

Unbilled revenue is relating to the service rendered where the invoicing is not done and Trade receivable are non-interest bearing and are generally on a terms of 30 to 120 days.

Contract liabilities relates to the advances received from the customers to deliver the hospital service. There is no significant changes in the contract liabilities during the year.

d) Timing of revenue recognition

(₹ in Crores)

	March 31, 2026	March 31, 2025
Revenue recognised over the time	7,528.04	6,251.65
Revenue recognised at a point in time	2,931.11	2,094.47
Less: Discounts	(254.32)	(212.41)
Total revenue from contract with customers	10,204.83	8,133.71

22 OTHER INCOME

(₹ in Crores)

	March 31, 2026	March 31, 2025
Profit on sale of investments in mutual funds (net)	53.01	34.23
Gain on sale of investment in associate	1.49	-
Fair value gain on financial instruments at fair value through profit and loss*	65.10	67.25
Profit on sale of property, plant and equipment (net)	1.27	-
Liabilities no longer required written back	1.40	-
Others	0.87	-
Interest income:-		
- on financial assets at amortised cost	20.17	4.72
- on bank deposits at amortised cost	35.96	8.71
- on income tax refund	5.50	5.07
- others	-	0.57
	184.77	120.55

*Net off fair value loss for change in the value of put option liability for purchase of remaining shares of Saideep Healthcare (refer note 14.3)

23 CHANGES IN INVENTORIES OF MEDICAL CONSUMABLES AND PHARMACY ITEMS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Pharmacy items		
Inventory at the beginning of the year	54.87	58.28
Inventory on account of acquisition of subsidiary (refer note 31 a and b)	12.49	2.90
Less: Inventory at the end of the year	(82.36)	(54.87)
	(15.00)	6.31
Medical consumables		
Inventory at the beginning of the year	77.06	44.91
Inventory on account of acquisition of subsidiary (refer note 31 a and b)	4.80	18.14
Less: Inventory at the end of the year	(87.49)	(77.06)
	(5.63)	(14.01)
	(20.63)	(7.70)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

24 EMPLOYEE BENEFITS EXPENSE*

(₹ in Crores)

	March 31, 2026	March 31, 2025
Salaries, wages and bonus	1,269.85	1,052.91
Contribution to provident and other funds (refer note 30)	80.49	63.09
Gratuity expenses (refer note 30)	21.00	13.81
Share based payments (refer note 40 and 41)	32.97	38.83
Staff welfare expenses	85.72	50.77
	1,490.03	1,219.41

*includes transactions with related parties (refer note 41)

25 FINANCE COSTS

(₹ in Crores)

	March 31, 2026	March 31, 2025
Bank charges	20.27	31.88
Interest		
<i>measured at amortised cost</i>		
- on bank and financial institution loan	328.54	331.37
- on non-convertible debentures	264.05	-
- on vehicle loan	1.14	1.31
- on others	24.04	6.84
Interest on lease liabilities (refer note 14.2)	201.09	136.04
Interest on self-assessment tax	0.10	0.01
Interest on defined benefit obligation (refer note 30) (net)	3.35	2.97
Interest on others	2.90	-
Loan processing fees		
- on financial liabilities measured at amortised cost	18.81	1.45
Total interest expense	844.02	479.99
	864.29	511.87

26 DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Crores)

	March 31, 2026	March 31, 2025
Depreciation of property, plant and equipment (refer note 3.1)	470.11	347.66
Depreciation of right-of-use assets (refer note 4)	125.66	88.65
Amortisation of other intangible assets (refer note 4)	83.78	70.53
	679.55	506.84

27 OTHER EXPENSES

(₹ in Crores)

	March 31, 2026	March 31, 2025
Doctors professional fees*	2,348.51	1,758.43
Advertising and sales promotion	370.30	317.60
House keeping, including consumables	217.48	182.73
Power, fuel and other utilities	141.89	117.82
Contractual manpower	152.24	108.50
Repairs and maintenance		
- Buildings	8.95	7.57



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	March 31, 2026	March 31, 2025
- Plant and machinery	120.64	99.00
- Others	183.62	141.77
Legal and professional fees*	118.86	116.65
Rent (refer note 27.1)*	86.44	65.55
Director sitting fees*	0.11	-
Loss allowance/(reversal) on trade receivables	33.44	(31.06)
Loss allowance/(reversal) on other receivables	0.66	(0.53)
Security charges	65.54	56.74
Travelling and conveyance	37.52	35.02
Printing and stationery	33.75	28.84
Corporate social responsibility*	20.58	14.74
Rates and taxes	13.45	10.88
Insurance*	13.85	15.31
Communication costs	12.83	9.91
Bad debts/advances written off	78.42	118.89
(Reversal)/Impairment on loan to others	-	(5.26)
Foreign exchange loss (net)	2.63	0.98
Loss on sale of property, plant and equipment (net)	-	0.42
Loss on sale of investment in equity instruments	-	0.39
Miscellaneous expenses	56.62	45.40
	4,118.33	3,216.29

*includes transactions with related parties (refer note 41)

27.1 Represents amounts incurred by the Group towards expenses relating to short-term leases, leases of low-value assets and ineligible GST on lease payments written off. Also, refer note 2.3 (i).

28 EXCEPTIONAL ITEMS

(i) The Group has incurred certain legal and professional fees towards its business expansion amounting to ₹ 28.73 Crores for the year ended March 31, 2026 (March 31, 2025 ₹ 2.40 Crores). The Group has disclosed the same as exceptional item in the Consolidated Financial Statements.

(ii) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws.

The Group has assessed the financial implications of these changes, based on the best available information and in line with guidance provided by the Institute of Chartered Accountants of India, which has resulted in," increase of provision for employee benefits by ₹ 31.94 Crores. Considering the impact arising out of an enactment of the new legislation is an event of non-recurring nature, the Group has presented this incremental amount as "Impact of Labour Codes" under "Exceptional Item" in the Consolidated Statement of Profit and Loss for the year ended March 31, 2026.

The Group continues to monitor the finalisation of relevant rules and clarifications from the Government on all aspects of the labour codes and would accordingly take necessary steps for compliance there of and also provide appropriate accounting effect on the basis of such developments, as needed.

(iii) The Group has agreed for a discretionary one-time incentive to certain employees in recognition of their contribution to the Group's growth. The incentive is subject to a clawback condition linked to continued employment, as per the terms of the agreement. The Group has recognised expense of ₹ 11.36 Crores for the amortised portion of incentive cost for the year ended March 31, 2026.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- (iv) During the year ended March 31, 2026, the Group has written off certain receivables from IGenetic amounting to ₹ 2.04 Crores, which were considered no longer recoverable based on management's assessment.
- (v) Pursuant to an enquiry conducted against Dr. Sanjeev Bagai ("Dr. Bagai"), MHDPL terminated his services as Whole-time Director and Vice Chairman in accordance with the provisions of Section 169 of the Companies Act, 2013. The matter was referred to arbitration and the Hon'ble Arbitrator issued an order dated June 24, 2023, awarding compensation of ₹ 38.73 Crores. The appeal filed by MHDPL was admitted by the Hon'ble High Court of Delhi. The Hon'ble High Court of Delhi has partially set aside the arbitral award. Accordingly, MHDPL has reversed the previously recognised provision for compensation amounting to ₹ 16.35 Crores in the previous year.

29 EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Profit attributable to the Owners of the Company for basic EPS	892.39	1,065.35

(₹ in Crores)

	March 31, 2026	March 31, 2025
Weighted average number of equity shares for calculating basic EPS	7,70,62,434	7,68,09,566
Effect of share split (refer note 29.1.1)	38,53,12,170	38,40,47,829
Effect of bonus issue (refer note 29.1.2)	77,06,24,340	76,80,95,658
Issue of equity shares [refer note (12.2.9)]	13,05,250	-
Weighted average number of equity shares for calculating basic EPS considering share split and bonus issue	1,15,72,41,760	1,15,21,43,487
Effect of dilution:		
Stock option granted under ESOP Schemes	61,95,597	-
Weighted average number of equity shares in calculating diluted EPS	1,16,34,37,357	1,15,21,43,487
Basic earnings per share (₹)	7.71	9.25
Diluted earnings per share (₹)	7.67	9.25

29.1.1 During the year ended March 31, 2026, the Company sub-divided its equity shares by reducing the nominal value of each equity share from ₹ 10 to ₹ 2. Accordingly, each equity share of ₹ 10 was sub-divided into five equity shares of ₹ 2 each. As a result, the Authorised Capital of ₹ 135.00 Crores which was earlier divided into 135,000,000 equity shares of ₹ 10 each was changed to 675,000,000 equity shares of ₹ 2 each and the Issued and Paid up Capital of ₹ 77.06 Crores which was earlier divided into 77,062,434 equity shares of ₹ 10 each was changed to 385,312,170 equity shares of ₹ 2 each.

29.1.2 During the year ended March 31, 2026, bonus issue of equity shares in the ratio of 2:1, i.e., two equity shares for every one equity share held was issued and allotted to existing shareholders. To accommodate the bonus issue, the Authorised Share Capital was increased from ₹ 135.00 Crores divided into 675,000,000 equity shares of ₹ 2 each to ₹ 255.00 Crores divided into 1,275,000,000 equity shares of ₹ 2 each. Upon allotment of bonus shares, an amount of ₹ 154.13 Crores have been capitalised from the Company's securities premium.

In compliance with IND AS - 33 Earnings Per Share, the disclosure of basic and diluted earnings per share for the year presented has been arrived at after giving effect to the above sub-division and bonus issue.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

30 EMPLOYEE BENEFIT PLAN

(i) Defined contribution plan:

Amount recognised and included in note 24, Contribution to provident and other funds' in statement of profit and loss of ₹ 80.49 Crores (March 31, 2025: ₹ 63.09 Crores).

(ii) Defined benefit plan:

The Group has a defined benefit gratuity plan. Under this plan, every employees who are entitled as per the Gratuity Act, gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The Group operates both funded and unfunded plans. However, the Group has created a trust on March 30, 2013.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet.

	(₹ in Crores)	
	March 31, 2026	March 31, 2025
a) Statement of profit and loss and other comprehensive income		
i) Net employee benefit expense recognised in the statement of profit or loss		
Current service cost	21.00	13.81
Past service cost (refer note 28)	14.27	-
Interest cost on benefit obligation	8.50	3.33
Expected return on plan assets	(5.15)	(0.36)
Net benefit expense charged to statement of profit or loss	38.62	16.78
ii) Remeasurement		
Actuarial changes arising from changes in:		
- Financial assumptions	(12.57)	3.91
- Demographic assumptions	3.30	1.69
- Experience adjustments	4.08	1.52
- Asset ceiling	0.28	-
Return on plan assets excluding interest income	0.40	(0.50)
Total amount recognised in other comprehensive income	(4.51)	6.62
b) Balance Sheet		
Net liability arising from defined benefit obligation		
Non current	63.17	39.55
Current	4.20	2.26
Plan liability	67.37	41.81
Net asset arising from defined benefit obligation		
Non current	2.09	-
Current	-	-
Plan asset	2.09	-
c) Change in projected benefit obligations		
Defined benefit obligation at the beginning of the year	41.81	30.70
Additions on account of acquisition of subsidiaries (refer note 31 a and b)	22.47	15.18
Fair value of plan asset at the beginning of the year	74.09	51.77
Current service cost	21.00	13.82
Past service cost	14.27	-
Interest cost	8.50	6.33
Benefits paid	(9.70)	(9.32)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	March 31, 2026	March 31, 2025
Remeasurement of (gain)/loss in other comprehensive income:		
Actuarial changes arising from changes in:		
- Financial assumptions	(12.57)	3.91
- Demographic assumptions	3.30	1.69
- Experience adjustments	4.08	1.52
- Asset ceiling	0.28	-
Fair value of plan asset at the end of the year	(102.25)	(74.09)
Obligations at end of the year	65.28	41.81
d) Movement in the fair value of plan assets are as follows:		
Fair value of plan assets at the beginning of the year	74.09	51.77
Additions on account of acquisition of subsidiaries (refer note 31a)	10.41	-
Interest income	5.15	3.66
Contributions by the Employer	20.78	24.70
Benefit Paid	(7.78)	(6.54)
Return on plan assets, excluding interest income	(0.40)	0.50
Fair value of plan assets at the end of the year	102.25	74.09

Defined plan asset

Plan assets consist of assets held in a "long-term benefit fund" for the sole purpose of making future benefit payments when they fall due. Plan assets include qualifying insurance policies and are not quoted in the market.

The Group expects to pay ₹ 9.19 Crores in contributions to its defined benefit plans in FY 2026-27

e) Investment details of plan assets:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Insurer managed funds	102.15	73.99
Others	0.10	0.10
	102.25	74.09

f) The principal assumptions used in determining gratuity liability for the Group's plan are shown below:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Discount rate	6.5% to 7.15%	6.55% to 6.75%
Increase in compensation cost	5.00 % to 6.00%	5.00% to 6.00%
Retirement Age	60 years	60 years

Employee turnover - for all age groups:

Age (Years)		Rate (p.a.)	
March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
21 - 30	21 - 30	24.63%	24.63%
31 - 34	31 - 34	10.17%	10.17%
35 - 44	35 - 44	8.34%	8.34%
45 - 50	45 - 50	2.87%	2.87%
51 - 54	51 - 54	1.63%	1.63%
55 - 59	55 - 59	3.92%	3.92%

As per Indian Assured lives Mortality (2012-014) Ult. (March 31, 2025: Indian Assured lives Mortality (2012-014) Ult)

The estimates of future salary increases, considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	March 31, 2026		March 31, 2025	
	0.5% Decrease	0.5% Increase	0.5% Decrease	0.5% Increase
Discount rate	4.14%	(3.88)%	4.47%	(4.16)%
Future salary growth	(3.94)%	4.17%	(4.20)%	4.48%

g) Maturity profile of defined benefit obligation:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Within 1 year	17.59	10.90
Between 2 and 5 years	66.17	42.66
Between 6 and 10 years	58.17	40.87
Beyond 10 years	208.59	138.66

The average duration of the defined benefit plan obligation at the end of the reporting year is 7.73 years (March 31, 2025: 7.88 years)

31 BUSINESS COMBINATION
a. Sahyadri Hospitals Private Limited ('SHPL')

On October 03, 2025, MHPL acquired 78.71% shareholding and voting shares of SHPL engaged in the business of running/managing hospitals, and providing healthcare services for an equity value consideration of ₹ 4,596.55 Crores.

Further, in the month of October 2025 and December 2025, MHPL acquired an additional 1.43% shareholding from minority shareholder of SHPL, at a total consideration of ₹ 83.86 Crores and 9.84% under Tranche 2 on December 01, 2025 for consideration of ₹ 574.44 Crores and has commitment to acquire 3,271,960 shares (9.84%) under Tranche 3 by December 01, 2026, subject to fulfilment of necessary conditions as defined under the Share Purchase Agreement.

Further, MHPL has a commitment to purchase 12,094 equity shares of SHPL aggregating to 0.04% of the total issued and paid up share capital of SHPL, at a total consideration of ₹ 2.12 Crores.

Accordingly, SHPL is a subsidiary of MHPL having 89.98% voting interest and 99.86% economic interest (including commitment to purchase subsequent tranche) and has been included in the Consolidated Financial Statements for the year ended March 31, 2026.

The purchase price has been allocated based on management's estimates and independent appraisal of fair values from the start of October 2025, different from the acquisition date which is not material:

Component					(₹ in Crores)
Consideration paid on date of acquisition along with stamp duty charges					4,596.55
Add: Fair value of commitment to purchase subsequent tranches as on October 03, 2025					1,181.55
Total purchase consideration at fair value (A)					5,778.10
Assets	Valuation methodology	Description	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	Fair value		860.54	113.53	974.07
Right of use asset	Fair value		177.11	130.48	307.59
Capital work in progress	Book value*		125.14	-	125.14
Other Intangible assets	Book value*		5.06	-	5.06
Investments	Book value*		126.09	-	126.09
Inventories	Book value*		17.29	-	17.29

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Assets	Valuation methodology	Description	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Trade receivables	Book value*		135.44	-	135.44
Cash and cash equivalents	Book value*		11.97	-	11.97
Other bank balance	Book value*		62.37	-	62.37
Other financial assets	Book value*		199.30	-	199.30
Income tax assets (net)	Book value*		34.20	-	34.20
Other assets	Book value*		20.06	-	20.06
Total assets	(B)		1,774.57	244.01	2,018.58
Liabilities					
Borrowings	Book value*		7.60	-	7.60
Trade payables	Book value*		257.87	-	257.87
Lease liability	Book value*		230.34	-	230.34
Other financial liabilities	Book value*		170.40	-	170.40
Provisions	Book value*		21.55	-	21.55
Deferred tax liabilities (net)	Book value*		18.35	39.82	58.17
Other liabilities	Book value*		20.92	-	20.92
Total liabilities	(C)		727.03	39.82	766.85
Net assets	(D)=(B)-(C)		1,047.54	204.19	1,251.73
Non-controlling interest	Measured based on their proportionate interest in the recognised amounts of the assets and liabilities (E)				195.17
Goodwill#	Residual method (F)=(A)-[(D)-(E)]				4,721.54

*Book values represent fair values as the assets will be realised and the liabilities will be settled at the book value post the acquisition.

#Goodwill is attributable to the expected increase in market share and the synergies expected to be achieved from control of SHPL. Goodwill is not income tax deductible.

Cash flow on acquisition	
Net cash acquired with the subsidiary	11.98
Consideration paid	(5,254.84)
Net cashflow on acquisition	(5,242.86)

The Consolidated Statement of Profit and Loss for the year ended March 31, 2026 includes revenue from operations of ₹ 597.71 Crores and loss after tax of ₹ 40.74 Crores resulting from acquisition of SHPL. Had the business combination occurred at the beginning of the accounting year the revenue from operations would have been higher by ₹ 600.07 Crores and profit after tax higher by ₹ 39.71 Crores, for the year ended March 31, 2026.

b. Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited)

On July 01, 2024, Company acquired an aggregate shareholding of 82.65% in Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited) engaged in the business of running/managing hospitals and providing healthcare services for an equity value consideration of ₹ 985.53 Crores.

Further, during the year ended March 31, 2025, the Company acquired an additional 2.29% shareholding and voting rights in MHSPL for an equity consideration of ₹ 27.33 Crores. The Group acquired MHSPL to expand its healthcare services business.

Accordingly, effective July 01, 2024, MHSPL became a subsidiary of the Company and has been included in the Restated Consolidated Financial Information for the year ended March 31, 2025.

The purchase price has been allocated based on management's estimates and independent appraisal of fair values

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

as at July 01, 2024:

Component				(₹ in Crores)
Consideration paid^				985.53
Total purchase consideration at fair value (A)				985.53
Assets	Valuation methodology	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	Fair value	343.91	85.80	429.71
Right of use asset	Fair value	26.76	10.60	37.36
Capital work in progress	Book value*	2.25	-	2.25
Intangible asset	Fair value	40.24	29.40	69.64
Inventories	Book value*	21.04	-	21.04
Trade receivables @	Book value*	75.92	-	75.92
Cash and cash equivalents	Book value*	114.83	-	114.83
Bank balances other than cash and cash equivalents	Book value*	12.70	-	12.70
Loans	Book value*	0.45	-	0.45
Other financial assets	Book value*	34.12	-	34.12
Deferred tax assets	Fair value	37.52	(21.59)	15.93
Income tax assets (net)	Book value*	23.03	-	23.03
Other assets	Book value*	21.85	-	21.85
Total assets	(B)	754.62	104.21	858.83
Liabilities				
Borrowings	Book value*	164.25	-	164.25
Trade payables	Book value*	159.26	-	159.26
Lease liability	Book value*	20.23	-	20.23
Other financial liabilities	Book value*	60.11	-	60.11
Provisions	Book value*	23.23	-	23.23
Other liabilities	Book value*	11.43	-	11.43
Total liabilities	(C)	438.51	-	438.51
Net assets	(D)=(B)-(C)	316.11	104.21	420.32
Non-controlling interest	Measured based on their proportionate interest in the recognised amounts of the assets and liabilities (E)			(74.70)
Goodwill#	Residual method (F)=(A)-(D)-(E)			639.92

*Book values represent fair values as the assets will be realised and the liabilities will be settled at the book value post the acquisition.

#Goodwill is attributable to the expected increase in market share and the synergies expected to be achieved from control of MHSPL. Goodwill is not income tax deductible.

^Consideration settled through cash

@The Company has acquired trade receivables with gross contractual amounts aggregating to ₹ 148.43 Crores. The fair value of these receivables amounting to ₹ 75.92 Crores is expected to be collected as the contractual amount

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Cashflow on acquisition	
Net cash acquired with the subsidiary	114.83
Consideration paid^	(985.53)
Net cashflow on acquisition	(870.70)
Acquisition of additional interest in MHSPL	
Purchase consideration paid to non-controlling shareholders	27.33
Carrying value of additional interest in MHSPL	(9.58)
Difference recognised in other equity	17.75

The Consolidated Statement of Profit and Loss for the year ended March 31, 2025 includes revenue from operations of ₹ 554.50 Crores and loss after tax of ₹ 3.03 Crores resulting from acquisition of MHSPL. Had the business combination occurred at the beginning of the accounting year the revenue from operations would have been higher by ₹ 184.18 Crores and profit after tax higher by ₹ 5.44 Crores, for the year ended March 31, 2025.

c. Business combination - Pathology division of Igenetic Diagnostics Private Limited

On September 13, 2024, National Company Law Tribunal (NCLT) has approved the Scheme of Arrangement ("the Scheme") of Healthmap Diagnostics Private Limited ("the Transferee Company" or "Healthmap") and Igenetic Diagnostics Private Limited ("the Transferor Company" or "Igenetic"), with Healthmap with the appointed date of April 01, 2022. The merger being under acquisition method, has been accounted in accordance with Ind AS 103 Business Combinations.

The arrangement will help in leveraging the combined resources, reaping the benefits in the form of higher net worth, combined cash pool resulting in greater integration, financial strength and flexibility of the merged entity, which will help in improving the competitive position of the combined entity.

The arrangement will lead to synergies of operations and will help the merged entity in reaping the economies of scale, improving organisational capability to enable the entity to compete in an increasingly competitive healthcare industry.

The arrangement has been accounted under the "acquisition method" as per Ind AS 103 "Business Combinations". Pursuant to the Scheme, the assets and liabilities of Igenetic as at April 01, 2022 have been incorporated in the financial statements of the Transferee Company at their respective fair values as appearing in the financials statements of the Transferor Company. The difference between the purchase consideration and the value of net assets acquired is adjusted against "goodwill".

Component	(₹ in Crores)
Issue of Equity Shares	210.00
Total purchase consideration at fair value (A)	210.00

Details of assets acquired and liabilities recognised as at April 01, 2022

Assets	Valuation methodology	Acquiree's carrying amount as on April 01, 2022	Fair value adjustments	Purchase price allocated
Property, plant and equipment	Fair value	4.44	1.56	6.00
Right of use asset	Book value*	5.17	-	5.17
Intangible asset	Fair value	0.03	71.30	71.33
Inventories	Book value*	1.79	-	1.79
Trade receivables	Book value*	7.80	-	7.80
Cash and cash equivalents	Book value*	0.21	-	0.21
Other financial assets	Book value*	2.85	-	2.85



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Assets	Valuation methodology	Acquiree's carrying amount as on April 01, 2022	Fair value adjustments	Purchase price allocated
Income tax assets (net)	Book value*	1.76	-	1.76
Other assets	Book value*	0.20	-	0.20
Total assets	(B)	24.25	72.86	97.11
Liabilities				
Trade payables	Book value*	5.50	-	5.50
Lease liability	Book value*	5.44	-	5.44
Other financial liabilities	Book value*	0.16	-	0.16
Provisions	Book value*	0.27	-	0.27
Current liabilities	Book value*	1.79	-	1.79
Total liabilities	(C)	13.16	-	13.16
Net assets	(D)=(B)-(C)	11.09	72.86	83.95
Goodwill[#]	Residual method (F)=(A)-(D)	198.91	(72.86)	126.05

As per the scheme of arrangement order, 25,846 Equity Share of ₹ 10 each will be issued by Healthmap to shareholder of Igenetic against 102 Equity Shares of ₹ 100 each.

*Book values represent fair values as the assets will be realised and the liabilities will be settled at the book value post the acquisition.

[#]Goodwill is attributable to the expected increase in market share and the synergies expected to be achieved from control of Igenetic. Goodwill is not income tax deductible.

d. Business combination - Manipal Hospitals (East) India Private Limited ("MHEIPL")

During the year ended March 31, 2026, MHPL further acquired 2,000 equity shares of MHEIPL for a consideration of ₹ 0.05 Crores.

Particulars	(₹ in Crores)
Acquisition of additional interest in MHEIPL	
Purchase consideration paid to non-controlling shareholders	0.05
Carrying value of additional interest in MHEIPL	0.01
Difference recognised in other equity	0.06

32 FAIR VALUE HIERARCHY

Accounting classification and fair value of financial instruments is as follows. The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- The fair value of the quoted mutual funds are at Level 1 of Fair value hierarchy and are measured based on Net Asset Value (NAV) in active markets at the reporting date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- The fair value of the financial assets (other than mutual funds) and financial liabilities were based on amortised cost at the reporting date.

The following table provides the fair value measurement hierarchy of financial assets and liabilities of the Group:

Quantitative disclosures fair value measurement hierarchy valued as at:

(₹ in Crores)

As at March 31, 2026	Note No.	Level 1	Level 2	Level 3	Total
Financial assets (at FVTPL)					
Investment in mutual funds (quoted) (non-current)	6.1	276.85	-	-	276.85
Investment in mutual funds (quoted) (current)	10.1	1,942.81	-	-	1,942.81
Investments in other companies (unquoted)*	6.1	-	-	5.99	5.99
		2,219.66	-	5.99	2,225.65
Financial liabilities (at FVTPL)					
Put option liability (non-current)	14.3	-	-	148.58	148.58
Other financial liability (non-current)	14.3	-	5.61	-	5.61
Other financial liability (current)	17.3	-	538.42	-	538.42
		-	544.03	148.58	692.61
Financial assets not measured at fair value					
Other financial assets (non-current)	6.2	-	157.66	-	157.66
		-	157.66	-	157.66
Financial liabilities not measured at fair value					
Borrowings	14.1 and 17.1	-	10,553.42	-	10,553.42
Other financial liabilities (non-current)	14.3	-	24.57	-	24.57
		-	10,577.99	-	10,577.99

Quantitative disclosures fair value measurement hierarchy valued as at:

(₹ in Crores)

As at March 31, 2025	Note No.	Level 1	Level 2	Level 3	Total
Financial assets (at FVTPL)					
Investment in mutual funds (quoted) (non-current)	6.1	143.09	-	-	143.09
Investment in mutual funds (quoted) (current)	10.1	1,337.93	-	-	1,337.93
Investments in other companies (unquoted)*	6.1	-	-	1.83	1.83
		1,481.02	-	1.83	1,482.85
Financial assets not measured at fair value					
Other financial assets (non-current)	6.2	-	133.75	-	133.75
		-	133.75	-	133.75
Financial liabilities not measured at fair value					
Borrowings	14.1 and 17.1	-	4,766.81	-	4,766.81
Other financial liabilities (non-current)	14.3	-	34.96	-	34.96
		-	4,801.77	-	4,801.77

*The impact of the sensitivity analysis is not material for the Group's operations.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Valuation techniques and significant unobservable inputs:

The following tables show the valuation techniques used in measuring level 3 fair values as well as the significant unobservable inputs used.

Particulars	Fair value as at March 31, 2026	Significant unobservable inputs	Fair value as at March 31, 2026	
			Increase by 0.50%	Decrease by 0.50%
Put option liability	148.58	Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA")	149.28	145.42

Sensitivity:

An increase of 0.50% in EBITDA increases Put option liability by ₹ 0.70 Crores, whereas a decrease of 0.50% in EBITDA results in a reduction of the Put option liability by ₹ 3.16 Crores.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

As at March 31, 2026

(₹ in Crores)

	Note No.	Carrying value		
		FVTPL	Amortised Cost	Total
Financial assets:				
Investments in other companies (unquoted)	6.1	5.99	-	5.99
Investment in mutual funds (quoted) (non-current)	6.1	276.85	-	276.85
Other financial assets (non-current)	6.2	-	157.66	157.66
Investment in mutual funds (quoted) (current)	10.1	1,942.81	-	1,942.81
Investment in commercial papers (unquoted) (current)	10.1	-	449.55	449.55
Trade receivables	10.2	-	929.76	929.76
Cash and cash equivalents	10.3	-	299.36	299.36
Bank balances other than cash and cash equivalents	10.4	-	23.86	23.86
Loans (current)	10.5	-	4.07	4.07
Other financial assets (current)	10.6	-	173.99	173.99
		2,225.65	2,038.25	4,263.90
Financial liabilities:				
Borrowings (non-current and current)	14.1 and 17.1	-	10,553.42	10,553.42
Lease liabilities (non-current and current)	14.2	-	2,309.63	2,309.63
Other financial liabilities (non-current)	14.3	154.19	24.57	178.76
Borrowings (current)	17.1	-	-	-
Trade payables	17.2	-	1,464.56	1,464.56
Other financial liabilities (current)	17.3	538.42	320.09	858.51
		692.61	14,672.27	15,364.88

As at March 31, 2025

(₹ in Crores)

	Note No.	Carrying value		
		FVTPL	Amortised Cost	Total
Financial assets :				
Investments in other companies (unquoted)	6.1	1.83	-	1.83
Investment in mutual funds (quoted) (non-current)	6.1	143.09	-	143.09
Other financial assets (non-current)	6.2	-	133.75	133.75
Investment in mutual funds (quoted)	10.1	1,337.93	-	1,337.93

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	Note No.	Carrying value		
		FVTPL	Amortised Cost	Total
Investment in commercial papers (unquoted) (current)		-	292.83	292.83
Trade receivables	10.2	-	637.30	637.30
Cash and cash equivalents	10.3	-	291.28	291.28
Bank balances other than cash and cash equivalents	10.4	-	39.01	39.01
Loans (current)	10.5	-	3.38	3.38
Other financial assets (current)	10.6	-	58.79	58.79
		1,482.85	1,456.34	2,939.19
Financial liabilities:				
Borrowings (non-current and current)	14.1 and 17.1	-	4,766.81	4,766.81
Lease liabilities (non-current and current)	14.2	-	1,618.34	1,618.34
Other financial liabilities (non-current)	14.3	-	34.96	34.96
Trade payables	17.2	-	1,126.59	1,126.59
Other financial liabilities (current)	17.3	-	117.74	117.74
		-	7,664.44	7,664.44

The Group does not have any financial instruments which are measured at FVTOCI.

There have been no transfers among Level 1, Level 2 and Level 3 during the years ended March 31, 2026 and March 31, 2025

The Group considers that the carrying amounts of current financial assets and current financial liabilities recognised in the Consolidated Financial Statements at amortised cost will reasonably approximate their fair values. The fair value of non-current financial assets and liabilities (Loans, other financial assets, borrowings and lease liabilities) has been measured based on the present value of expected payments, discounted using a risk-adjusted discount rate.

33 FINANCIAL RISK MANAGEMENT

The Group's principal financial liabilities, comprises borrowings, trade and other payables, lease liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, investments, trade and other receivables, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets that are derived directly from its operations.

The Group's activities expose it to market risk, credit risk and liquidity risk. The Group's management oversees the management of these risk and works towards minimizing the potential adverse effects, if any, on its financial performance.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency rate risk. Financial instruments affected by market risk include borrowings, investments and bank deposits. The sensitivity analyses in the following sections relate to the position as at March 31, 2026 and March 31, 2025. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2026 and March 31, 2025.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates in form of Term loans. The Company monitors the movement in interest rates on an ongoing basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments are as follows:

(₹ in Crores)

Fixed rate instruments	March 31, 2026	March 31, 2025
Financial asset		
Margin money deposit with banks	48.22	43.11
Bank deposits due to mature after twelve months from the reporting date	40.27	53.26
Bank deposits due to mature within twelve months from the reporting date	23.86	39.01
Bank deposits with remaining maturity less than twelve months	95.36	1.00
Earnest money deposit	0.23	0.23
Deposits with original maturity of less than three months	3.00	88.75
Other investments	449.55	292.83
Financial liability		
Borrowings (non-current and current)	5,632.52	404.89

(₹ in Crores)

Variable rate instruments	March 31, 2026	March 31, 2025
Financial asset		
Investments in mutual funds (quoted)	2,219.66	1,481.02
Financial liability		
Borrowings (non-current and current)	4,655.01	4,361.92

Sensitivity analysis for variable rate instruments

Based on the closing balance of variable rate instruments, an increase/decrease in interest rate by 1%, with all other variables remaining constant would result in decrease/increase in profit or loss and equity by ₹ 24.35 Crores (March 31, 2025: ₹ 28.80 Crores)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency), the Company's net investments in foreign subsidiaries and financial guarantees given to foreign subsidiaries. The Group monitors foreign exchange rates on an ongoing basis.

Particulars of unhedged foreign currency exposure as at the reporting date:

Particulars	March 31, 2026		March 31, 2026		March 31, 2025		March 31, 2025	
	USD (Million)	(₹ in Crores)	USD (Million)	(₹ in Crores)	USD (Million)	(₹ in Crores)	USD (Million)	(₹ in Crores)
Import trade payable	2.32	21.41	0.00**	0.00*	0.21	1.81	-	-
Capital creditors	6.66	61.99	-	-	0.03	0.30	0.70	5.70
Trade receivables	0.02	0.15	-	-	0.01	0.11	-	-

*Represents value less than ₹ 0.01 Crores

**Represents value less than EUR 0.01 Million

Foreign currency risk sensitivity

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments and the impact on equity arises from changes in foreign exchange rates relating to the Company's net investments in foreign subsidiaries which are primarily in USD. The following table demonstrates the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant:

Depreciation of ₹ against foreign currency by 1% results in decrease in profit before tax by ₹ 0.83 Crores (March 31, 2025: ₹ 0.08 Crores) and appreciation of ₹ against foreign currency by 1% results in increase by such amount.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

B. Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its trade receivables, cash and cash equivalents and financial assets.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the management of the Group.

(i) Trade receivables:

The Group's exposure to credit risk is influenced mainly by the characteristics of each customer. Credit risk is controlled by analyzing credit limits and creditworthiness of payors/customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Loss rates are based on actual credit loss experience over the past few years.

Refer note 10.2.3 for information about the exposure to credit risk and ECLs for trade receivables.

The movement in the allowance for impairment in respect of trade receivables during the year is as follows:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	121.22	79.77
Additions on account of acquisition of subsidiary (refer note 31 a and b)	4.30	72.50
Loss allowance/(reversal) on trade receivables	33.44	(31.05)
Closing balance	158.96	121.22

There is no significant concentration of credit risk and no single customer accounted for more than 10% of the revenue as of March 31, 2026 and March 31, 2025

(ii) Other receivables:

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from other receivables amounting to ₹ 19.30 Crores (March 31, 2025: ₹ 26.06 Crores). The movement in allowance for impairment in respect of other receivables during the year was as follows:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Opening balance	0.76	1.29
Loss allowance/(reversal) on other receivables	0.66	(0.53)
Closing balance	1.42	0.76

(iii) Financial instruments and deposits:

Credit risk on cash and cash equivalents and bank deposits is limited as the Group generally transacts with banks with high credit ratings assigned by international and domestic credit rating agencies. Investments of surplus funds, temporarily, are made only with approved counterparties, who meet the minimum threshold requirements under the counterparty risk assessment process. The Group's maximum exposure for financial guarantees is given in note 37.

C. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Also, the Group has unutilized credit limits with banks.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(₹ in Crores)

	As at March 31, 2026		
	Less than 1 year	More than 1 year	Total
Borrowings (includes current maturities of long-term borrowings)	1,441.68	12,615.80	14,057.48
Lease liabilities (non-current and current)	267.47	6,972.57	7,240.04
Trade payables	1,464.56	-	1,464.56
Other financial liabilities (non-current and current)	858.51	178.76	1,037.27

(₹ in Crores)

	As at March 31, 2025		
	Less than 1 year	More than 1 year	Total
Borrowings	678.18	6,911.40	7,589.57
Lease liabilities	193.13	5,177.02	5,370.16
Trade payables	1,126.59	-	1,126.59
Other financial liabilities	117.74	34.96	152.70

34 (A) Capital management

The primary objective of Group's capital management is to ensure that it maintains an optimum financing structure and healthy returns in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments in light of the changes in economic conditions or business requirements.

The Group monitors capital using a gearing ratio which is net debt divided by total capital plus net debt as shown below.

- Net debt includes borrowings, lease liabilities (non-current and current) less cash and cash equivalents, investment in mutual funds and other investments and
- Total equity comprises of issued share capital and all other equity components attributable to equity share holders (excluding share options outstanding account).

(₹ in Crores)

	March 31, 2026	March 31, 2025
Borrowings (refer note 14.1 and 17.1)	10,553.42	4,766.81
Lease liabilities (refer note 14.2)	2,309.63	1,618.34
Less: Cash and cash equivalents (refer note 10.3)	(299.36)	(291.28)
Less: Investments in mutual funds and other investments (refer note 6.1 & 10.1)	(2,669.21)	(1,773.85)
Net debt (A) (including lease liabilities)#	9,894.48	4,320.02
Total equity attributable to the equity share holders of the Group (excluding share options outstanding account) (refer note 12 and 13)	8,352.40	5,806.55
Total capital (B)	8,352.40	5,806.55
Total capital and net debt (C = A+B)	18,246.88	10,126.57
Gearing ratio (D = A/C)	54%	43%

#Investments in mutual funds and commercial papers are adjusted as the Group may use these investments for strategic purposes including payment of debt.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- 34 (B)** During the year ended March 31, 2023, the Income Tax Department conducted a search under Section 132 of the Income Tax Act, 1961 ("the Act") at the registered office of the Group as well as certain hospital location. Pursuant to this search, the Group received assessment orders wherein certain expenses were disallowed, resulting in the issuance of demand notices under Section 156 of the Act for multiple assessment years.

During financial year 2023-24, assessment orders were received for Assessment Years (AY) 2022-23 demand of ₹ 3.43 Crores were raised in MHBPL. In MHPL, a demand of ₹ 1.69 Crores was raised for AY 2019-20, while no demand was raised for AY 2022-23.

During financial year 2024-25, assessment orders were received for Assessment Years (AY) 2019-20 to 2023-24. For AY 2022-23, AY 2021-22, and AY 2023-24, demands of ₹ 8.42 Crores, ₹ 6.55 Crores, and ₹ 8.03 Crores respectively were raised in MHEL, for AY 2020-21 and AY 2023-24 demands of ₹ 0.40 Crores and ₹ 0.67 Crores respectively were raised in MHPL and for AY 2023-24, AY 2021-22 and AY 2020-21 demands of ₹ 0.26 Crores, ₹ 0.51 Crores and ₹ 22.66 Crores respectively were raised in MHBPL. For AY 2019-20 and AY 2020-21 in MHEL no demand was raised; however, the refunds claimed in the income tax returns for those years were reduced. Similarly, for AY 2021-22 in MHPL no demand was raised. Appeals relating to AY 2019-20, 2020-21, 2022-23, and 2023-24 in MHEL and AY 2020-21 in MHBPL have been filed by the Income Tax Department before the Income Tax Appellate Tribunal (ITAT) in April-26.

During financial year 2025-26, further assessment orders were received for AY 2015-16 to 2019-20 and 2024-25. Demands aggregating to ₹ 41.37 Crores were raised for these years, comprising ₹ 8.67 Crores for AY 2015-16, ₹ 0.36 Crores for AY 2016-17, ₹ 22.79 Crores for AY 2018-19, and ₹ 7.84 Crores for AY 2024-25 in MHEL, ₹ 0.84 Crores in MHPL and ₹ 0.86 Crores in MHBPL, while no demands were raised for AY 2017-18 in MHEL and AY 2015-16 to AY 2018-19 in MHBPL, however the refunds claimed in the income tax return was reduced.

The Company filed appeals before the Commissioner of Income Tax (Appeals) [CIT(A)] and received favourable orders for all the above assessment years during February 2026 and May 2026.

With specific reference to AY 2017-18 and AY 2018-19 in MHEL, the Group received favourable CIT(A) orders against the assessments originally passed under Section 143(3). However, while passing reassessment orders under Section 147, the Assessing Officer did not give effect to these favourable appellate orders. Accordingly, the Company has filed rectification applications under Section 154 of the Act for these two years. For AY 2021-22, MHEL withdrew its appeal before the CIT(A) on August 29, 2025.

The Group is confident that its position will be upheld for above Income Tax litigations and the likelihood of an adverse outcome is remote. Accordingly, the outcome of these litigations are not expected to have a material effect on the Consolidated Financial Statements.

35 INVESTMENT IN JOINT VENTURE

The Group has interest in Terrals Technologies Private Limited, involved in the business of providing digital healthcare technology to patients and doctors, providing a secure repository for storing medical data, designing and developing machine learning and artificial intelligence algorithms on healthcare data, aggregated reports on healthcare data and patient care services.

The Group's equity interest in Terrals Technologies Private Limited is accounted for as a Joint Venture using the equity method as per Ind AS 28 "Investments in Associates and Joint Ventures" effective from February 26, 2021 in the consolidated financial statements. Summarised financial information of the joint venture, based on its unaudited financial statements (prepared by its management), and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

	March 31, 2026	March 31, 2025
Proportion of the Group's ownership	20.59%	20.59%
Carrying amount of the investment	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Summarised statement of profit and loss of Terrals Technologies Private Limited:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Revenue from operations	-	-
Other income	-	-
Purchase of medical consumables and pharmacy items	-	-
Employee benefits expense	-	-
Finance cost	-	-
Other expenses	-	-
Loss before tax and exceptional item	-	-
Exceptional item	-	-
Loss before tax	-	-
Total tax expense including deferred tax charge/(credit) ₹ Nil Crores	-	-
Loss for the year	-	-
Other comprehensive income for the period	-	-
Total comprehensive income for the year	-	-
Group's share of loss including other comprehensive income for the year	-	-
Gain on dilution of share holding included in other income	-	-
Group's share of loss for the year	-	-

There is no quoted market prices available for the Company. There is no unrecognised share of losses of joint venture.

In the absence of information about the Joint Venture, the Group has impaired its entire investment.

Investment in Terrals Technologies Private Limited ('Terrals') is fully impaired with no further funding obligation as on date. Financial information of Terrals is not available and this investment is not material to the Consolidated Financial Statements.

Refer note 5.1.1 for impairment.

36 INVESTMENT IN ASSOCIATE COMPANIES

36a IGenetic Diagnostics Private Limited

The Group has interest in IGenetic Diagnostics Private Limited, involved in the business of providing affordable healthcare services including genetic diagnostics, molecular diagnostics, other diagnostics, clinical trial services, epigenomics. It will also undertake, promote, or engage in all kind of research and development work required to promote, assist or engage in setting up diagnostics setup.

The Group's equity interest in IGenetic Diagnostics Private Limited is accounted for as a Associate using the equity method as per Ind AS 28 "Investments in Associates and Joint Ventures" effective from March 02, 2022 in the Consolidated Financial Statements.

The investment is accounted for using the equity method from the date on which it became an associate. On acquisition of the investment, the difference between the investment value and the entity's share of net fair value of the investee's identifiable assets and liabilities is identified as Goodwill amounting to ₹ 39.74 Crores which is included in the investment value.

Summarised financial information of the associate, based on its Financial Statements, and reconciliation with the carrying amount of the investment in Consolidated Financial Statements are set out below:

(₹ in Crores)

Summarised balance sheet	March 31, 2026	March 31, 2025
Current assets	0.08	-
Non-current assets	-	0.01
Current liabilities	-	(1.33)
Non-current liabilities	-	(0.01)
Equity	0.08	(1.33)
Proportion of the Group's ownership	42.17%	42.17%
Carrying amount of the investment	Nil	Nil

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Summarised statement of profit and loss of IGenetic:

(₹ in Crores)

Summarised balance sheet	March 31, 2026	March 31, 2025
Revenue from operations	-	-
Other income	1.70	-
Total Income	1.70	-
Purchase of medical consumables and pharmacy items	-	-
Employee benefits expense	0.23	0.53
Finance costs	-	-
Depreciation and amortisation expense	-	0.01
Other expenses	0.03	0.01
Total expense	0.26	0.55
Profit/(loss) for the year	1.44	(0.55)
Other comprehensive income for the year	-	-
Total comprehensive income/(loss) for the year	1.44	(0.55)
Group's share of profit/(loss) including other comprehensive income for the year	0.61	(0.23)

There is no quoted market prices available for the Company. Unrecognised share of losses of associate is ₹ 0.28 Crores (March 31, 2025: 0.89 Crores)

IGenetic has filed for liquidation as on March 17, 2026. The carrying value of the investment in IGenetic is ₹ Nil for the year ended March 31, 2026.

36b Medica TS Hospital Private Limited

The Group has interest in Medica TS Hospital Private Limited ('Medica TS'), involved in the business of providing healthcare services.

The Group's equity interest in Medica TS is accounted for as a Associate using the equity method as per Ind AS 28 "Investments in Associates and Joint Ventures" effective from July 01, 2024 in the Consolidated Financial Statements.

The investment is accounted for using the equity method from the date on which it becomes an associate. Medica TS was acquired as part MHSPL acquisition. MH Eastern has made provision for impairment of its investment in Medica TS as it does not expect any recoverable amount from its investment.

MH Eastern has entered into a Share Purchase Agreement ('SPA') with Tata Steel Limited on March 17, 2026, to dispose its entire stake in Medica TS Hospitals Private Limited for a consideration of ₹ 1.49 Crores subject to certain conditions stipulated in the SPA. Further, the Company received the said consideration on March 30, 2026.

Summarised financial information of the associate, based on its Financial Statements, and reconciliation with the carrying amount of the investment in Consolidated Financial Statements are set out below:

(₹ in Crores)

Summarised balance sheet as at	March 31, 2026	March 31, 2025
Current assets	19.77	15.17
Non-current assets	35.18	36.75
Current liabilities	(7.27)	(6.71)
Non-current liabilities	(1.51)	(1.53)
Equity	46.17	43.68
Proportion of the Group's ownership	-	41.62%
Carrying amount of the investment	-	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Summarised statement of profit and loss for the period starting from April 01, 2025 to March 30, 2026 and period starting from July 01, 2024 to March 31, 2025

(₹ in Crores)

	March 30, 2026	March 31, 2025
Revenue from operations	41.03	25.48
Other income	0.52	0.47
Total Income	41.55	25.95
Purchase of medical consumables and pharmacy items	9.04	6.20
Change in inventories	(0.23)	0.02
Employee benefits expense	11.26	10.22
Finance costs	0.17	0.13
Depreciation and amortisation expense	3.54	2.46
Other expenses	15.36	8.32
Total expense	39.14	27.35
Profit/(loss) for the period	2.41	(1.40)
Other comprehensive income/(loss) for the period	0.06	(0.05)
Total comprehensive income/(loss) for the period	2.47	(1.45)
Group's share of (loss) including other comprehensive income for the period	-	(0.60)
Gain on disposal of share holding included in other income	1.49	-

37 CONTINGENT LIABILITIES

(₹ in Crores)

Particulars	March 31, 2026	March 31, 2025
(A) Claims against the Group not acknowledged as debts		
(a) Patient Compensation	18.05	32.47
(b) Income Tax Demand	51.38	97.82
(c) Indirect Tax Demand	52.77	88.11
(d) Professional tax	1.13	-
(e) Others	0.98	-
(B) Guarantees*	22.00	15.21
	146.31	233.61

*includes performance guarantees

(A) (a) Patient Compensation

There are certain claims made against the Group in respect of patient compensation. The cases are pending with various Consumer Disputes Redressal Commissions. Based, on the legal counsel's views, the management does not expect these claims to succeed. Accordingly, no provision for liability has been recognised in the Consolidated Financial Statements.

There are certain litigations for the period prior to February 18, 2014 as stated in Annexure 23 of the BTA entered by Manipal Hospitals (Jaipur) Private Limited (merged with MHDPL) with Soni Hospital Private Limited amounting to ₹ 5.03 Crores in respect of patient compensation. The cases are pending with various judicial authorities. Pursuant to Section 4.13 (iii and iv) of the BTA, any claims including penalties arising on these litigations shall be borne by Soni Hospital Private Limited.

The Group is confident that its position will be upheld for above litigations and accordingly no provision has been made in the Consolidated Financial Statements.

(b) Income Tax Demand

- MHEL received two demand notices u/s 156 of the Income Tax Act, 1961 for AY 2014-15 relating to disallowance of back-office charges, disallowance u/s 14A and demand of Dividend Distribution tax and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

non consideration of self-assessment tax paid. MHEL has filed an appeal before Commissioner of Income Tax ('CIT') (Appeals) and got favourable order for back-office charges. Subsequently, MHEL filed an appeal with Income tax Appellate Tribunal ('ITAT') for disallowance u/s 14A and the Assessing Officer had filed an appeal with ITAT for back-office charges. Both matters were held in Favor of MHEL by the ITAT. In relation to demand of Dividend Distribution tax and non consideration of self assessment tax paid, MHEL had filed a rectification request to the AO and the same is still pending disposal. Total contingency of ₹ 3.30 Crores. (March 31, 2025: ₹ 3.30 Crores)

During the year ended March 31, 2019, MHEL had received the ITAT order dated June 27, 2018, for AY 2011-12 in which ITAT had held that Manipal Health Systems Private Limited ('MHS ') and MHEL demerger is not a slump sale. It had also allowed the back-office expenses, partial depreciation while it remanded back one matter to AO. Against ITAT order, the department had filed an appeal in the High Court of Karnataka. Karnataka HC held the matters in favour of MHEL except one matter which was previously remanded back to AO for reconsideration. The matters of one consultancy fee and 14A disallowance are with AO for reconsideration having a tax impact of ₹ 1.28 Crores. (March 31, 2025: ₹ 1.28 Crores).

During the year ended March 31, 2020, the MHEL has received the order U/s 143(3) of the Income Tax Act, 1961 for AY 2017-18 as per which AO has not allowed short term capital loss on account of relinquishment of its investment in the shares of a subsidiary and disallowed certain other expense consisting demand of ₹ 27.61 Crores. MHEL had filed an appeal before CIT (Appeals) and on September 15, 2025, CIT(Appeals) held the matters in favour of the MHEL. The aforesaid appeal order has resulted in a tax impact of ₹ Nil (March 31, 2025: ₹ 27.61 Crores). Against this CIT(Appeals) order, department has filed an appeal with ITAT and the MHEL is confident that its position will be upheld for above Income Tax litigations and the likelihood of an adverse outcome is remote.

During the year ended March 31, 2021, the MHEL has received demand notices under section 156 of the Income-tax Act, 1961 for AY 2018-19 towards disallowance of back-office expenses, provision for doubtful debts, Ind-AS adjustment, disallowance under section 14A and set off of brought forward capital loss consisting demand of ₹ 21.20 Crores. MHEL had filed an appeal before CIT (Appeals) against the demand notice. On September 15, 2025, CIT(Appeals) held the matters in favour of the MHEL. The aforesaid appeal order has resulted in a tax impact of ₹ Nil (March 31, 2025: ₹ 21.20 Crores). Against this CIT(Appeals) order, department has filed an appeal with ITAT and the MHEL is confident that its position will be upheld for above Income Tax litigations and the likelihood of an adverse outcome is remote.

- (ii) MHBPL has received demand notice for penalty of ₹ 0.66 Crores under section 271(1)(C) of the Income-tax Act, 1961 for the Assessment Year (AY) 2012-13 in March 2022 towards disallowance of interest expenses. The Company has filed appeal before Commissioner of Income Tax (Appeals) against the above demand notice. On Feb 28, 2025, Commissioner of Income Tax (Appeals) held the matter in favour of the Company. Against this order, department filed an appeal with Income Tax Appellate Tribunal. Total Contingency of ₹ Nil (March 31, 2025: ₹ Nil).
- (iii) During the year ended March 31, 2025, MHBPL has received the order u/s 201 of the Income Tax Act, 1961 for AY 2019-20 as per which Assessing Officer has created a demand of ₹ 0.04 Crores (March 31, 2025: ₹ 0.03 Crores) towards short deduction of TDS. The Company has filed an appeal before Commissioner of Income Tax (Appeals) and the same has been admitted.
- (iv) Healthmap had disputed Income tax demand raised by Income tax authorities for the AY 2016-17. Healthmap had filed appeal before CIT (Appeals) and also filed rectification application against the said order. The aggregate amount of disputed tax not provided for is ₹ 3.47 Crores.
- (v) During the year ended March 31, 2024, MH Eastern had received order u/s 143(3) of the Income Tax Act, 1961 for AY 2022-23 as per which AO has made disallowances in respect of non-deduction of TDS, provision of expense, provision for doubtful debt and unexplained cash credits having a tax impact of ₹ 34.44 Crores (March 31, 2025: ₹ 34.44 Crores). The Company has filed an appeal before CIT (Appeals) and the same has been admitted. During the year ended March 31, 2025, the Company has paid pre-deposit of ₹ 6.89 Crores towards this demand and received stay order on recovery of demand till disposal of appeal.



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- (vi) During the year ended March 31, 2019, MH Bengal had received the order u/s 143(3) of the Income Tax Act, 1961 for AY 2016-17 as per which AO has made disallowances in respect of business losses carried forward from the amalgamated Company NBOCPL and bad debt written off having a total tax impact of ₹ 0.42 Crores (March 31, 2025: ₹ 0.42 Crores). The Company has filed an appeal before CIT (Appeals) and the same has been admitted.
- (vii) During the year ended March 31, 2020, MH Bengal had received the order u/s 143(3) of the Income Tax Act, 1961 for AY 2017-18 as per which AO has made disallowances in respect of business losses carried forward from the amalgamated Company NBOCPL having a tax impact of ₹ 0.42 Crores (March 31, 2025: ₹ 0.42 Crores). The Company has filed an appeal before CIT (Appeals) and the same has been admitted.
- (viii) During the year ended March 31, 2025, MH Bengal has received the order u/s 143(3) of the Income Tax Act, 1961 for AY 2023-24 as per which Assessing Officer has made disallowances of various expenses like consumables, marketing exps. etc. creating a demand of ₹ 3.96 Crores. The Company has filed an appeal before CIT (Appeals) and the same has been admitted.
- (ix) During the year ended March 31, 2021, MHSPL had received the order u/s 143(3) of the Income Tax Act, 1961 for AY 2018-19 as per which Assessing Officer has made disallowances in respect of variance in revenue reported in ITR vs 26AS having a tax impact of ₹ 4.45 Crores. The Company has filed an appeal before CIT (Appeals) and the same has been admitted. The said assessment order was further rectified suo moto by Assessing Officer u/s 154 on May 05, 2021 giving benefit of brought forward losses and reducing the final tax impact to ₹ 1.69 Crores. The CIT(A) has passed partially favourable order on March 09 2026, pursuant to such order, the Assessing Officer has passed an order giving effect on May 05, 2026 and resulting demand has been updated to ₹ 0.36 core. Further, MHSPL has filed an appeal before the Income Tax Appellate Tribunal (ITAT) on the matters decided against MHSPL on May 28, 2026.
- (x) During the year ended March 31, 2026, MHDPL has received the order u/s 270A of the Income Tax Act, 1961 for AY 2023-24 for underreporting of income w.r.t. interest on self-assessment tax creating a demand of ₹ 0.19 Crores. The Company has filed appeal against this order with Commissioner of Income Tax (A).
- (xi) During the year ended March 31, 2026, MHDPL received an order under Section 143(3) of the Income Tax Act, 1961 for AY 2024-25. The Assessing Officer has made additions of ₹ 0.11 Crores u/s 68 as unexplained cash credit in respect of the outstanding balance of a creditor, resulting in a demand of ₹ 0.09 Crores. MHDPL has filed appeal against this order.
- (xii) Income tax demand of SHPL includes disallowance of deduction of ₹ 9.73 Crores claimed in ITR towards bad debts written off of ₹ 5.67 Crores and excess provision written back of ₹ 4.06 Crores for AY 2024-25. The said write-off and write-back were adjusted against the opening provision for doubtful debts, which had already been disallowed in earlier Assessment years. Accordingly, the Management of SHPL believes that the present disallowance results in double taxation/double disallowance of the same amount. SHPL has filed appeal against the demand order.

SHPL is contesting the demands and the Management believes that its position will likely be upheld in the appellate process. No provision has been made in its financial statements for the tax demand raised. The management of SHPL believes that the ultimate outcome of this proceeding will not have a material adverse effect on the SHPL's financial position and results of operations.

The Group is confident that its position will be upheld for above income tax litigations and accordingly no provision has been made in the Consolidated Financial Statements.

(c) Indirect Tax Demand

- (i) MHEL has received a show cause notice under section 124 of the Customs Act, 1962, for the financial year 2012-13, from Assistant Commissioner of Customs, as to why customs duty of ₹ 0.08 Crores (March 2025: ₹ 0.08) with interest and penalty should not be demanded with regard to short payment of customs duty due to incorrect classification of goods.
- (ii) MHEL received a notice from the Commercial Tax officer, wherein a Luxury Tax adjustment of ₹ 2.40 Crores (March 2025: ₹ 2.40 Crores) has been made on claim for improper exemption for financial years 2010-11, 2011-12 and 2012-13.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- (iii) During the year ended March 31, 2021, MHEL has received proposition notice for an amount of ₹ 1.09 Crores (including interest) from the Assistant Commissioner of Commercial Taxes, (Luxury Tax) asking to furnish the details of accommodation charges collected in ICU as well as in ward for 2012-13. The Company has replied to the department stating that the case is time barred and requested to drop the proceedings. Further there is no communication from the department. However, the same has been disclosed as contingent liability.
- (iv) During the year ended March 31, 2025, MHEL has received an order issued by Joint Commissioner for the period March'21 to September'22, wherein GST demand of ₹ 5.63 Crores and equal amount of ₹ 5.63 Crores as penalty with interest is raised towards Non- Payment of GST on Supply of COVID-19 vaccines and its related vaccination charges being preventive in nature, aggregating to ₹ 11.26 Crores. Aggrieved by the impugned order, MHEL has filed a Writ before Hon'ble High Court of Karnataka and obtained the stay. During the current year, the Hon'ble Supreme Court held that specialised medical services are preventive and curative in nature and is covered within the "Healthcare Services" exemption. Basis this allegation of the GST Deptt that Covid Vaccination would be subject to GST because it is preventive in nature, is nullified due to above SC judgement. MHEL is confident that its position will be upheld for above litigations and the likelihood of an adverse outcome is remote.
- (v) In MHPL, During the year 2016-17, while filing TRAN-1- Transitional ITC for CENVAT Credit and Value added Tax (VAT) credit, MHPL has inadvertently claimed SGST credit in TRANS-1 amounting to ₹ 0.47 Crores while there was no VAT credit available to be transitioned to Goods and Service Tax (GST). Upon realizing its mistake, MHPL has voluntarily remitted back the same amount. Subsequently, the department issued notice for difference in credit claimed as per Tran 1 and VAT returns and has demanded interest of ₹ 0.07 Crores and penalty of ₹ 0.05 Crores as applicable under KGST Act. MHPL has thereafter made payment of the interest in 2021. Considering the above fact, MHPL has already remitted the impugned amount even before the authorities identified along with the interest, MHPL believes it has a good case and the penalty imposed would be set aside.
- (vi) In MHPL, Commissioner, Central Tax (Audit-1, Commissionerate) has issued show cause notice no.54/2020-21 CTA-1/Commr. dtd. December 30, 2020 towards non-reversal of Cenvat credit/non-payment of Service Tax payable under provisions of Rule 6 of the Cenvat Credit Rules, 2004 in respect of exempted services for the period from October 01, 2014 to June 30, 2017 for an amount of ₹ 10.10 Crores including interest and penalty. MHPL has remitted the tax amount of ₹ 3.55 Crores under protest and filed response to the notice before the Principal Commissioner/Commissioner of Central Tax, East Commissionerate on February 26, 2021. The authorities vide OIO No. 57/2021 dt. November 30, 2021 confirmed the aforesaid demand including interest and penalty. Aggrieved by the impugned order, the Company has filed the appeal with CESTAT on April 18, 2022.
- (vii) In MHPL, Deputy Commissioner, Circle IV, Central Tax (Audit-1, Commissionerate) has issued show cause notice no.47/2020-21 CTA-1/Dy Commr. dtd. December 18, 2020 towards non-payment of Service Tax under reverse charge on services received from Director of MHPL payable under Section 68(2) of the Finance Act, 1994 for an amount of ₹ 1.30 Crores (March 31, 2025: ₹ 1.30 Crores) including interest and penalty. MHPL has filed its response to the show cause notice before the Deputy/Assistant Commissioner of Central Tax East division -5, Bangalore East Commissionerate on January 18, 2021. The authorities vide OIO No. 199/2022 dt. March 31, 2022 confirmed the aforesaid demand including interest and penalty. Aggrieved by the impugned order, the Company filed the appeal with Commissioner of Service Tax (Appeals) on June 16, 2022 and remitted the tax amount of ₹ 0.31 Crores under protest.
- (viii) MHEIPL is contesting certain demand of Service Tax of ₹ 1.99 Crores for the period Apr'16 to Jun'17 and GST demand of ₹ 13.56 Crores for the period Jul'17 to Mar'22 plus interest and penalty in the matter pertaining to non-payment of Service Tax and GST on renting of immovable property. In terms of the share purchase agreement, any liability that may arise in respect of this matter has been indemnified by the erstwhile shareholder.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- (ix) MH Eastern has received demand order from Deputy Commissioner for the 2018-19, wherein demand of ₹ 8.07 Crores (March 31, 2025: ₹ 6.95 Crores) raised towards short payment of GST on supply of drugs and consumables to in-patients. Aggrieved by the impugned order, the Company has filed the appeal with Additional Commissioner, CGST & CX. The authority has confirmed the aforesaid demand including interest and penalty. Aggrieved by the impugned order, subsequent to the year end, the Company has filed an appeal with GST Appellate Tribunal against the order of additional commissioner.
- (x) MH Eastern has received demand order from Deputy Commissioner for the 2019-20, wherein demand of ₹ 8.65 Crores (March 31, 2025: ₹ 7.51 Crores) raised towards short payment of GST on supply of drugs and consumables to in-patients. Aggrieved by the impugned order, the Company has filed the appeal with Additional Commissioner, CGST & CX.
- (xi) MH Eastern, for the 2014-15, Deputy Commissioner of Commercial Taxes raised demand of ₹ 0.73 Crores (March 31, 2025: ₹ 0.73 Crores) towards differences in purchase values identified in Annual Return vis-à-vis Trading account filed and for under reporting of sales turnover. Aggrieved by the impugned order, the Company has filed the appeal with Joint Commissioner of Commercial Tax (Appeals).
- (xii) MH Eastern had received assessment order issued by Commercial Tax officer for the 2013-14, wherein VAT demand of ₹ 0.19 Crores (March 31, 2025 : ₹ 0.06 Crores) raised towards supply of drugs and consumables to in-patients. Aggrieved by the impugned order, the Company has filed the appeal with Joint Commissioner of Commercial tax (Appeals).
- (xiii) MH Eastern had received assessment order issued by Commercial Tax officer for the 2014-15, wherein VAT and CST demand of ₹ 0.74 Crores (March 31, 2025: ₹ 0.25 Crores) raised towards supply of drugs and consumables to in-patients. Aggrieved by the impugned order, the Company has filed the appeal with Joint Commissioner of Commercial tax (Appeals).
- xiv) MH Eastern has received demand order from Joint Commissioner for the 2021-22, wherein demand of ₹ 0.29 Crores is raised towards non payment of GST under reverse charge mechanism on foreign expenditures made by the Company and also, toward non payment of GST on healthcare services provided to other clinical establishments. Aggrieved by the impugned order, the Company has filed the appeal with Additional Commissioner, CGST & CX.
- (xv) Service tax dues of SHPL comprises two separate demands raised by service tax authority for the period October 31, 2011 to March 31, 2015 and for period April 30, 2014 to June 30, 2017. The demand for the period October 30, 2011 to March 31, 2015 amounting ₹ 0.80 Crores and penalty of equal amount along with interest is on account of business support services (in the form of infrastructural support such as administrative staff, nurses, etc.) provided to visiting doctors and for the period April 30, 2014 to June 30, 2017 amounting to ₹ 0.14 Crores along with interest and penalty is on account of short payment of service tax under different services.

SHPL has filed appeal against all the demand orders and the same is pending before different authority for hearing. For period October 30, 2011 to March 31, 2015 matter is pending before CESTAT, Mumbai and for period April 30, 2014 to June 30, 2017 matter is pending before Asstt. Commissioner of Central Tax, GST-II.
- (xvi) MVAT dues of SHPL amounting to ₹ 2.53 Crores along with interest and penalty comprises of demand on account of disallowance of Input Tax Credit (ITC) and on account of levy of tax on medicines administered to in-house patients for the year ended March 31, 2011, March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 (April to June 2017). SHPL has filed appeal against the order received for financial year March 31, 2011, March 31, 2014 to March 31, 2018 (April to June 2017) for the demand towards disallowance of ITC claim.

The demand pertaining to levy of tax on medicines administered to in-house patients has been disputed and kept in abeyance as per the provisions of Section 23(8) of the MVAT Act, 2002. The hearing of appeal for the year ended March 31, 2011 and March 31, 2014 is pending with Maharashtra State Tax Tribunal (M.S.T.T) and for the year ended March 31, 2015 to March 31, 2018 (April to June 2017) is pending with Commissioner of Sales Tax Department.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(xvii) Local Body tax ('LBT')/Cess dues of SHPL comprises two separate demands raised by LBT authority for the year ended March 31, 2014 under Pune Municipal Corporation (PMC) amounting to ₹ 1.90 Crores along with interest and penalty and for the year ended March 31, 2011 to March 31, 2013 under Navi Mumbai Municipal Corporation (NMMC) amounting to ₹ 0.09 Crores and penalty of ₹ 0.45 Crores along with interest. LBT/CESS is applicable on purchases done from suppliers located outside municipal corporation limits. The said LBT/CESS demand is wrongly worked out by LBT office on total purchase amount without deducting purchases done within corporation limit. Thus the basis considered for calculation of LBT/CESS liability by LBT office is incorrect. During the above mentioned period SHPL has already deposited LBT/CESS liability with PMC and NMMC respectively through monthly returns. Necessary explanations and documents have been provided to the LBT authorities, however there is no further progress in this matter from LBT authority. SHPL expects no any additional liability over and above the amount paid.

Additionally, the Group is also involved in other disputes, lawsuits and claims, including commercial matters, which arise from time to time in the ordinary course of business. The Group is confident that its position will be upheld for above indirect tax litigations and will not have material effect on the Consolidated Financial Statements and accordingly no provision has been made in the Consolidated Financial Statements.

Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

(d) Professional tax

(i) Profession tax dues of SHPL comprise of two separate demands raised by Maharashtra State Tax authority for the period FY 2014-15 to FY 2018-19 in case of Nashik unit and for the period FY 2020-21 & FY 2021-22 in case of Pune units. Demand raised for Nashik unit amounting to ₹ 0.02 Crores along with interest and penalty is towards non payment of profession tax of retainer doctors while demand raised for Pune units amounting to ₹ 0.39 Crores and penalty of ₹ 0.04 Crores along with interest is towards non payment of profession tax of visiting /retainer doctors and short payment of employees profession tax. SHPL has filled the application of revision for Nashik unit before Joint Commissioner of Sales Tax (Administration) and for Pune units, appeal has been filed before Deputy Commissioner of Sales Tax (Appeal).

SHPL is contesting the demands and the management believes that its position will likely be upheld in the appellate process. No provision has been made in its financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Group's financial position and results of operations.

(ii) Profession tax dues of Surya Hospitals comprise amounting to ₹ 0.07 Crores and penalty of ₹ 0.01 Crores along with interest of demands raised by Maharashtra State Tax authority for the years ended March 31, 2021 and March 31, 2022 towards non payment of profession tax of visiting /retainer doctors. Surya Hospitals has filled appeal before Deputy Commissioner of Sales Tax (Appeal) against the demand for the years ended March 31, 2021 and March 31, 2022.

Surya Hospitals is contesting the demands and the management believes that its position will likely be upheld in the appellate process. No provision has been made in its financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Group's financial position and results of operations.

(iii) Saideep has received orders from the Profession Tax department demanding an amount of ₹ 0.01 Crores and penalty of ₹ 0.00* Crores along with interest for the period from December 01, 2018 to March 31, 2019, and ₹ 0.02 Crores and penalty of ₹ 0.00* Crores along with interest for the period from April 01, 2019 to March 31, 2020. Saideep has filed appeals against these orders before the Deputy commissioner of Profession Tax, contesting the demands on legal and factual grounds.

Based on the advice of legal counsel and internal assessment, the management believes that the likelihood of outflow of resources embodying economic benefits is not probable at this stage, and accordingly, no provision has been recognised in its financial statements. However, the total amount under dispute has been disclosed as a contingent liability in accordance with Ind AS 37.

*Represents value less than ₹ 0.01 Crores.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(e) Others

- (i) The Company, as per the Employees' provident Fund (EPF) and Miscellaneous provisions Act, 1952 ('the Act') is required to contribute provident fund at a certain defined percentage on basic wages (including certain allowances) and along with employee's contribution it has to be deposited with the EPF authorities. On February 28, 2019, the Supreme Court of India held that allowances meeting certain conditions paid by establishments to its employees should also be considered as "basic wages" while computing provident fund amounts for employees whose basic wages is less than certain statutory thresholds. This court ruling may have an impact of increasing Company's liability towards provident fund contributions which is a defined contribution plan. However, the Company based on the legal advice in this EPF matter believes that there is a considerable uncertainty due to which provision cannot be estimated reliably of the retrospective impact on EPF contribution.
- (ii) Surya Hospitals was a partner in M/s Surya Hospital Medical Stores, Pune ("Firm"). The other partners of the Firm had not supplied its accounts to Surya Hospitals since the financial year ended March 31, 2006. The annual accounts supplied by the Firm during an earlier financial year, relating to the financial years ended March 31, 2006 to March 31, 2009 have been rejected due to variety of reasons, including gross mismanagement of affairs of the Firm by the partners, for which separate legal action has have been instituted against the other partners of the Firm. Surya Hospitals has notified termination and dissolution of the Firm to the other partners and to the Registrar of Firms.

One of the partners of the Firm has claimed its arrears of share of profits, other charges along with interest. These matters are sub-judice and under dispute. Surya Hospitals has contested the demands and the management, including its legal advisors, believe that its position will likely be upheld in the judicial process. No expense has, therefore, been accrued in its financial statements for the claim amount.

(B) Indemnities for performance given on behalf of third parties

During the year ended March 31, 2021, the Company has given indemnity against performance of third parties to RSDH (Malaysia) Sdn Bhd, MYR 36.96 Crores (March 31, 2025: MYR 36.96 core) equivalent to ₹ 853.22 Crores (March 31, 2025: ₹ 711.20 Crores) relating to the sale of Manipal Hospitals Sdn. Bhd., Malaysia.

- (C) The Company along with MHPL, MHBPL, MHDPL and MHEIPL have provided security to various lenders in the form of first ranking pari passu charge over Immovable properties including lease hold improvements, Movable Fixed Assets, Intangibles assets and Current Assets (as defined in the facility agreements) for the term loans amounting to ₹ 4,930.63 Crores (March 31, 2025: ₹ 4,663.53) availed by the Company, MHPL, MHBPL, MHDPL, HCMCT (Silo), MHEIPL and MH Eastern.

38 CAPITAL AND OTHER COMMITMENTS

- a. As at March 31, 2026, the Group has a commitment towards purchase of capital assets of ₹ 1,311.02 Crores (March 31, 2025: ₹ 1,175.44 Crores) subject to fulfilment of certain conditions subsequent.
- b. Healthmap has entered into Concession Agreements with select government medical colleges and district hospitals ('District Hospitals') of Haryana, Jharkhand, Orissa and Tamil Nadu Government for development, operation and maintenance of imaging diagnostic centres on PPP basis. The District Hospitals have provided rent free accommodation to the Company to establish these imaging diagnostic centres. In lieu of this, the Company has committed for the following over the term of the Concession Agreement:
 - for Haryana perform agreed number of scans free of charge for the patients referred by the District Hospitals.
- c. As at March 31, 2025, pursuant to agreement with Jharkhand Medical and Health Infrastructure Development and Procurement Corporation, Healthmap is required to start and operate 1 more centre, post receipt of letter of allotment of the site for the respective centre from respective sadar hospital in Jharkhand. Healthmap is yet to receive the letter of allotment of the site from the Government.

39 SEGMENT INFORMATION

The Board of Directors of the Companies in the Group has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The Group operates in a single business and geographical segment (Healthcare services in India) and the CODM reviews the financial information at an Group level. Hence, the Group has determined that disclosures given at the Group level suffices the disclosure requirements of Ind AS 108.

Refer note 1 (a).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

40 EMPLOYEE STOCK OPTION PLANS

The Group provides share-based payment schemes to its employees. The relevant details of respective schemes and grants are as below:

40.1 Manipal Health Enterprises Employee Stock Option Plan - 2024 ('New Scheme 2024')

During the year ended March 31, 2025, the board of directors approved equity settled Manipal Health Enterprises Employee Stock Option Plan - 2024 ('New Scheme 2024') for issue of stock options to the key employees and directors of the Company. According to the New Scheme 2024, the employee selected by the compensation committee from time to time are entitled to options, subject to satisfaction of the prescribed vesting conditions based on performance and passage of time. The contractual life (comprising the vesting period and the exercise period) of options granted is 11 years from the date of grant. The stock options granted under the scheme vest in a graded manner over the vesting period.

The relevant terms of the grant as per new Scheme are as below:

Vesting period	1 to 5 years
Exercise period	4 to 6 years
Expected Life	3.5 to 5 years
Exercise price	Ranges from ₹ 349.07 to ₹ 636 per option* (March 31, 2025: ₹ 5,236 per option)
Fair value of options as per Black Scholes model	Ranges from ₹ 51.60 to ₹ 244.31 per option* (March 31, 2025: Ranges from ₹ 802.36 to ₹ 1,173.86 per option)

	March 31, 2026		March 31, 2025	
	No. of options	Weighted Average Exercise Price (₹)	No. of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	786,350	5,236 [#]	-	-
Bonus and stock-split impact (refer note 29.1.1 and 29.1.2)	1,10,08,900	349 [*]	-	-
Granted during the year	51,33,000	569 [*]	7,99,950	5,236
Lapse/forfeited during the year	(1,10,250)	349 [*]	(13,600)	5,236
Outstanding at the end of the year	16,818,000	416 [*]	7,86,350	5,236
Exercisable at the end of the year	-	-	-	-

[#]Before sub-division and bonus issue.

^{*}Effect of bonus and stock-split.

The weighted average remaining contractual life of the stock options outstanding as at March 31, 2026 is 3.82 years. (March 31, 2025: 4 years)

The following tables list the inputs to the models used for the year ended March 31, 2026 and March 31, 2025:

	March 31, 2026	March 31, 2025
Weighted average fair values at the measurement date	₹ 96.46 [*]	₹ 860.58
Expected volatility (%)	24.30% to 26.48%	24.55%
Risk-free interest rate (%)	6.72% to 7.06%	7.06%
Dividend yield	Nil	Nil
Expected life of share options	6 years	6 years
Weighted average share price (₹)	375.92 [*]	4188 [*]
Model used	Black Scholes	Black Scholes

^{*}Effect of bonus and stock-split.

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

The expense recognised for employee services received during the year is given below:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Expense (net of reversals) arising from equity settled share based payment transactions (refer note 24)	29.81	33.94

40.2 Healthmap Diagnostics Private Stock Option Scheme - 2020 ('ESOP Scheme')

During the year ended March 31, 2021, the board of directors approved equity settled Stock Option Scheme - 2020 ('ESOP Scheme') for issue of stock options to the key employees and directors of the Company. According to the ESOP scheme, the employee and directors selected by the Board of Directors from time to time are entitled to options, subject to satisfaction of the prescribed vesting conditions based on performance and passage of time. The contractual life (comprising the vesting period and the exercise period) of options granted is 6 years from the date of grant.

The relevant terms of the grant as per new Scheme are as below:

Vesting period	1 to 4 years
Exercise period	1 to 6 years from the date of grant
Exercise price	Ranges from ₹ 25 to ₹ 45 per option
Fair value of options as per Black Scholes model	Ranges from ₹ 10.69 to ₹ 32.85 per option

	March 31, 2026		March 31, 2025	
	No. of options	Weighted Average Exercise Price (₹)	No. of options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	43,30,000	33	16,20,000	25
Granted during the year	6,33,914	45	27,10,000	38
Outstanding at the end of the year	49,63,914	35	43,30,000	33
Exercisable at the end of the year	49,63,914	35	25,80,000	25

The weighted average remaining contractual life of the stock options outstanding as at March 31, 2026 is 0.46 years. (March 31, 2025: 3.78 years).

The following tables list the inputs to the models used for the year ended March 31, 2026 and March 31, 2025:

	March 31, 2026	March 31, 2025
Weighted average fair values at the measurement date	17.13	16.66
Expected volatility (%)	28.36%	28.36%
Risk free interest rate (%)	6.84%	6.84%
Dividend yield	Nil	Nil
Expected life of the options (years)	4 years	4 years
Weighted average share price (₹)	44.41	43.26
Model used	Black Scholes	Black Scholes

The expected life of the options is based on current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility is based on historical volatility of listed companies in similar industry, which may not necessarily be the actual outcome.

The expense recognised for employee services received during the year is given below:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Expense arising from equity settled share based payment transactions (refer note 24)	3.16	4.89

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

40.3 Coinvest and Phantom Stocks Options Plan -2022 (Cash settled):

The Company has provided cash settled share-based payment to the eligible participants. The eligible participants will be entitled to grant of the phantom stock options provided certain conditions as laid out in the plan are met.

The Fair value of amount payable to the eligible participants in respect of phantom stocks which are settled in cash is recognised as an expense with corresponding impact in liability.

Particulars	Details
Type	Phantom stocks
Date of Grants	As per terms of respective grant letters
Vesting year	Upon occurrence of liquidity event or IPO as defined in the grant letter
Exercise year	It is linked to Liquidity event or IPO and certain conditions as laid down in the plan
Expected Life	5 years

The liability is remeasured at each reporting date at fair value until the liability settled with any changes in the liability being recognised in statement of profit and loss as detail given below :

	March 31, 2026
	No. of options
Outstanding at the beginning of the period	-
Additions on account of acquisition of subsidiary	48,378
Outstanding at the end of the period	48,378
Options exercisable at the end of the year	Nil

The expense recognised for employee services received during the period is given below:

	March 31, 2026
Expense (net of reversals) arising from cash settled share based payment transactions	0.84

The effect of cash-settled share-based payment transactions are as follows

	March 31, 2026
Total liability outstanding at the beginning of the period	-
Additions on account of acquisition of subsidiary	0.41
Add Expenses during the period	0.84
Total liability outstanding at the end of the period	1.25

The following tables list the inputs to the models used for the period ended March 31, 2026

	March 31, 2026
Expected volatility (%)	36.40%-38.00%
Risk free interest rate (%)	6.60%
Dividend yield	Nil
Expected life of the options (years)	5 years
Model used	Black Scholes

41 RELATED PARTY TRANSACTIONS

(a) Names of related parties where control exists irrespective of whether transactions have occurred or not:

Enterprises/Individuals having joint control over the Company	- Kabru Investments Pte. Ltd. - Kangto Investments Pte. Ltd. - Imperius Healthcare Investments Pte Ltd. - Manipal Global Health Services, Mauritius - Manipal Education and Medical Group India Private Limited - Cypress Holdings - Dr. Ranjan Pai - TPG SG Magazine Pte. Ltd. (upto March 05, 2026) @
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(b) Names of other related parties as per Ind AS 24:

Joint venture	- Terrals technologies Private Limited [also, refer note 35]
Associate	- IGenetic Diagnostics Private Limited [also, refer note 36 a]
	- Medica TS Hospital Private Limited [also, refer note 36 b] (w.e.f July 01, 2024 upto March 30, 2026)
Other related parties (Enterprises over which KMP has significant influence)	- Manipal Health Systems Private Limited
	- MEMG International India Private Limited
	- Akna Medical Private Limited (from July 01, 2024)
	- Merittrac Services Private Limited
	- Manipal Cigna Health Insurance Company Limited
	- Polaris Healthcare Investments Pte. Ltd.
	- Sikkim Manipal University
	- Stempeutics Research Private Limited
	- Manipal Academy of Higher Education
	- UNext Learning Private Limited
	- Manipal Foundation
Key Management Personnel	- Dr. H. Sudarshan Ballal, Director and Non-Executive Chairman
	- Mr. Dilip Jose, Managing Director and Chief Executive Officer ('CEO')
	- Dr. Ranjan R Pai, Director
	- Mr. Puneet Bhatia, Director
	- Mr. Vaitheeswaran Seetharaman, Director (upto January 23, 2026)
	- Mr. Narayanan Kumar, Nominee Director (upto January 21, 2026)
	- Mr. Syed Fidah Bin Ismail Alsagoff, Director (upto June 13, 2025)
	- Mr. Ved Prakash Kalanoria, Director
	- Mr. Ravi Lambah, Director
	- Mr. Kaikhushru Shiavax Nargolwala, Director (upto January 16, 2026)
	- Ms Varini Sharma, Director (upto March 18, 2026)
	- Mr. Subramaniam Somasundaram, Director (w.e.f February 18, 2026)
	- Ms Revathy Ashok, Director (w.e.f February 18, 2026)
	- Mr. Vinesh Kumar Jairath, Director (w.e.f February 18, 2026)

@ The Shareholders' Agreement dated April 06, 2023 between Temasek Group, TPG Group, MGHS Group (together, the "Shareholders"), read with the Deed of Adherence dated July 18, 2023, conferred certain reserved matters upon the Shareholders, which were regarded as substantive rights granting joint control in accordance with the applicable accounting standards, to the Shareholders over the Company.

The Shareholders executed an amendment to the Agreement on March 06, 2026, pursuant to which such reserved matters were amended solely with respect to TPG SG Magazine Pte. Ltd. "TPG", and the revised rights conferred upon TPG are considered protective in nature. In accordance with the principles of Ind AS 110, protective rights do not confer the ability to direct the relevant activities of the Company. Consequently, TPG no longer retains joint control in accordance with the applicable accounting standards, over the Company.

(d) Names of additional related parties as per Companies Act, 2013:

Chief Operating Officer	- Mr. Karthik Rajagopal (w.e.f November 25, 2025)
Chief Financial Officer	- Mr. Sameer Agarwal
Company Secretary	- Mr. Sathish Kolar Ramamoorthy

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Transactions with the above related parties during the year :

(₹ in Crores)

Name of related party	Nature of transaction	March 31, 2026	March 31, 2025
MEMG International India Private Limited	Royalty charges/Back office charges (included under legal and professional expense)	42.35	35.61
	Amount paid to related party [#]	169.84	32.86
	Purchase of "M" brand	1,947.02	-
	Issue of Equity shares for purchase of "M" brand	1,650.02	-
	Hospital Services rendered	0.01	0.00*
Merittrac Services Private Limited	Staff welfare expenses	-	0.24
	Rent expense	-	0.00*
	Amount paid to related party [#]	-	0.24
Manipal Health Systems Private Limited	Rent expense	0.26	0.26
	Amount paid to related party [#]	0.28	0.17
Manipal Cigna Health Insurance Company Limited	Insurance expense	0.92	13.99
	Amount received from related party [#]	0.08	-
	Amount paid to related party [#]	0.11	-
Polaris Healthcare Investments Pte. Ltd.	Payment made for acquisition of MHSPL	-	1,012.86
Kangto Investments Pte. Ltd.	Recovery of legal & professional expenses incurred on behalf of the related party	-	0.27
	Amount received from related party [#]	0.27	-
Stempeutics Research Private Limited	Rent income	0.23	0.23
	Amount received from related party	0.22	0.23
	Hospital Services rendered	0.01	0.01
Remuneration to key management personnel (KMP) [^] &	Short-term employee benefits	21.92	9.71
	Other long-term benefits	-	0.01
	Director sitting fees (Independent directors)	0.10	-
	Share-based payment	-	-
	Doctors professional fees	10.44	4.59
Manipal Foundation	Corporate Social Responsibility Expenditure	18.23	13.60
	Amount paid to related party [#]	18.23	13.60
Manipal Academy of Higher Education	Management Fees	46.90	39.02
	Hospital Services rendered	61.38	52.10
	Diagnostic Services rendered	4.49	4.50
	Purchase of medical pharmacies/ consumables (net of returns)	0.05	-
	Telereporting expense (Hospital services received)	1.08	0.94
	Reimbursement of expenses incurred on behalf of the Company	11.27	7.47
	Recovery of salary & retainer fee expenses incurred on behalf of the related party	7.35	6.62
	Lease Rent expense	3.30	3.03
	Amount received from related party [#]	103.37	93.08
UNext Learning Private Limited	Hospital Services rendered	0.62	0.88
	Amount received from related party [#]	0.52	0.82



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

Name of related party	Nature of transaction	March 31, 2026	March 31, 2025
Sikkim Manipal University	Management Fees	1.25	1.46
	Amount received from related party [#]	2.42	-
	Recovery of salary expenses incurred on behalf of the related party	0.58	0.52
Akna Medical Private Limited	Amount received from related party [#]	-	1.00
IGenetic Diagnostics Private Limited	Recovery of salary expenses incurred on behalf of the related party	0.29	0.35

[^]Remuneration to KMP does not include the provisions made with respect of gratuity and compensated absences, as they are determined on the Company as a whole.

[&] Does not include KMP remuneration of subsidiary companies.

[#]Amount paid to related party/amount received from related party represents amounts remitted or received towards settlement of related party transactions (as detailed in the table above).

Balances payable to related parties are as follows:

(₹ in Crores)

Name of related party	Nature of balances	March 31, 2026	March 31, 2025
MEMG International India Private Limited	Trade payables	6.18	13.47
	Other payables	0.63	0.61
Key Management Personnel	Trade payables	7.75	0.12
Manipal Academy of Higher Education	Trade payable	0.41	0.25
Manipal Health Systems Private Limited	Trade payables	0.06	0.09

Balances receivable from related parties are as follows:

(₹ in Crores)

Name of related party	Nature of balances	March 31, 2026	March 31, 2025
Kangto Investments Pte. Ltd.	Other receivables	-	0.27
Manipal Health Systems Private Limited	Security deposits	1.02	0.97
Manipal Cigna Health Insurance Company Limited	Advance to suppliers	-	0.24
Stempeutics Research Private Limited	Other receivables	0.11	0.09
Manipal Academy of Higher Education	Other receivables	18.62	12.75
	Trade receivables	0.81	0.71
Sikkim Manipal University	Other receivables	0.41	0.76
UNext Learning Private Limited	Other receivables	0.74	0.71
Manipal Foundation	Advance to suppliers	-	-
IGenetic Diagnostics Private Limited	Trade receivables	-	1.74

^{*}Represents value less than ₹ 0.01 Crores

Terms and conditions of transactions with related parties

The above-mentioned transactions from/to related parties are made on terms equivalent to those that prevail in arm's length transactions. For the year ended March 31, 2026 and March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each period through examining the financial position of the related party and the market in which the related party operates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

42 STATUTORY GROUP INFORMATION

(₹ in Crores)

Name of the Entity	Country of Incorporation	Relationship as at March 31, 2026	% of effective ownership interest held (directly and indirectly)	% of voting rights held	Net Asset (total Assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
					March 31, 2026	% of consolidated net assets	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income	Amount	% of total comprehensive income
Parent												
- Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited)	India	Parent				66.09%	7,323.47	46.90%	429.97	(20.60%)	(0.90)	46.58%
												429.07
Indian Subsidiaries												
- Manipal Hospitals (Dwarka) Private Limited	India	Subsidiary	100.00%	100.00%		2.07%	228.90	6.00%	55.04	(10.53%)	(0.46)	5.93%
												54.58
- Healthmap Diagnostics Private Limited	India	Subsidiary	50.08%	50.08%		1.58%	174.74	1.08%	9.89	1.60%	0.07	1.08%
												9.96
- Manipal Hospitals Private Limited	India	Subsidiary	100.00%	100.00%		13.15%	1,457.16	22.47%	205.94	13.50%	0.59	22.42%
												206.53
- Manipal Hospitals (Bengaluru) Private Limited	India	Subsidiary	100.00%	100.00%		2.79%	309.17	5.77%	52.91	(5.04%)	(0.22)	5.72%
												52.69
- Manipal Hospitals (East) India Private Limited (formerly known as AMRI Hospitals Private Limited)	India	Step-down subsidiary	84.07%	84.07%		(4.50%)	(499.10)	7.46%	68.39	10.07%	0.44	7.47%
												68.83
- Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited)	India	Subsidiary	84.94%	84.94%		2.80%	310.79	1.00%	9.15	0.00%	-	0.99%
												9.15



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Entity	Country of Incorporation	Relationship as at March 31, 2026	% of effective ownership interest held (directly and indirectly)		% of voting rights held		Net Asset (total Assets minus total liabilities) March 31, 2026		Share in profit and loss March 31, 2026		Share in other comprehensive income March 31, 2026		Share in total comprehensive income March 31, 2026	
			March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026	Amount	% of consolidated net assets	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income	Amount	% of total comprehensive income
Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited)	India	Step-down subsidiary	84.94%	84.94%	84.94%	84.94%	283.16	2.56%	40.55	4.42%	1.02	23.34%	4.51%	41.57
Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited ("NBCPL"))	India	Step-down subsidiary	83.36%	83.36%	83.36%	83.36%	68.17	0.62%	(2.82)	(0.31%)	0.15	3.43%	(0.29%)	(2.67)
Sahyadri Hospitals Private Limited ("SHPL")	India	Step-down subsidiary	99.86%	99.86%	89.98%	89.98%	1,051.43	9.49%	(48.52)	(5.29%)	1.96	44.96%	(5.05%)	(46.56)
Surya Hospitals Private Limited ("Surya Hospitals")	India	Step-down subsidiary	81.03%	81.03%	62.21%	62.21%	38.44	0.35%	3.73	0.41%	0.11	2.43%	0.42%	3.84
Sahyadri Karad Hospitals Private Limited ("Karad Hospitals")	India	Step-down subsidiary	94.50%	94.50%	94.50%	94.50%	7.07	0.06%	(0.79)	(0.09%)	0.11	2.52%	(0.07%)	(0.68)
Saideep Healthcare And Research Private Limited ("Saideep")	India	Step-down subsidiary	54.92%	54.92%	54.92%	54.92%	238.31	2.15%	5.20	0.57%	0.30	6.90%	0.60%	5.50
- KMMMT Silo**	India	Subsidiary (Silo)					30.06	0.27%	1.58	0.17%	0.22	4.96%	0.20%	1.80
- HCMCT Silo**	India	Subsidiary (Silo)					(319.64)	(2.88%)	62.34	6.80%	0.03	0.69%	6.77%	62.37
Foreign Subsidiaries														
- Manipal Health Enterprises International Pte Ltd	Singapore	Subsidiary	100.00%	100.00%	100.00%	100.00%	5.79	0.05%	(0.06)	(0.01%)	0.50	11.44%	0.05%	0.44

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Entity	Country of Incorporation	Relationship as at March 31, 2026	% of effective ownership interest held (directly and indirectly)	% of voting rights held	Net Asset (total Assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income March 31, 2026		
					March 31, 2026	March 31, 2026	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income		Amount	% of total comprehensive income
Joint Venture													
- Terralis Technologies Private Limited	India	Joint Venture	20.59%	20.59%	-	-	-	-	-	-	-		
Associate													
- Medica TS Hospital Private Limited	India	Associate	-	-	-	-	-	-	-	-	-		
- iGenetic Diagnostics Private Limited	India	Associate	42.17%	42.17%	-	-	-	-	-	-	0.00%		
Sub total						10,707.92		892.50		3.92	896.42		
Non-controlling interest													
- Healthmap Diagnostics Private Limited	India	Subsidiary			1.58%	175.46	0.54%	4.93	0.69%	0.03	0.54%	4.96	
- Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited)	India	Step-down subsidiary			(0.64%)	(70.56)	1.19%	10.90	1.60%	0.07	1.19%	10.97	
- Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited)	India	Subsidiary			0.19%	20.51	0.15%	1.38	0.00%	-	0.15%	1.38	
- Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited)	India	Step-down subsidiary			0.35%	38.24	0.53%	4.90	3.43%	0.15	0.55%	5.05	



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Entity	Country of Incorporation	Relationship as at March 31, 2026	% of effective ownership interest held (directly and indirectly)		% of voting rights held	Net Asset (total Assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
			March 31, 2026	March 31, 2026		Amount	% of consolidated net assets	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income	Amount	% of total comprehensive income
- Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited ("NBCPL"))	India	Step-down subsidiary				10.86	0.10%	(0.74)	(0.08%)	0.03	0.69%	(0.71)	(0.08%)
Sahyadri Hospitals Private Limited ("SHPL")	India	Step-down subsidiary				1.18	0.01%	0.02	0.00%	0.00	0.06%	0.03	0.00%
Surya Hospitals Private Limited ("SHPL")	India	Step-down subsidiary				11.80	0.11%	0.59	0.06%	0.02	0.46%	0.61	0.07%
Sahyadri Karad Hospitals Private Limited ("Karad Hospitals")	India	Step-down subsidiary				1.35	0.01%	(0.14)	(0.02%)	0.01	0.14%	(0.14)	(0.02%)
Saideep Healthcare And Research Private Limited ("Saideep")	India	Step-down subsidiary				131.90	1.19%	2.36	0.26%	0.14	3.22%	2.50	0.27%
KMMMT Silo	India	Step-down subsidiary (Silo)				51.93	0.47%	0.00	0.00%	0.00	0.01%	-	0.00%
NCI total						372.67		24.20		0.45		24.65	
Gross total						11,080.59	100.00%	916.70	100.00%	4.37	100.00%	921.07	100.00%
Adjustment arising on consolidation						(2,281.79)		(0.11)		(0.42)		(0.53)	
Total						8,798.80		916.59		3.95		920.54	

**refer note 1(b)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Entity		Country of Incorporation	Relationship as at March 31, 2025	% of effective ownership interest held (directly and indirectly)	% of voting rights held	Net Asset (total Assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
						March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025
						March 31, 2025	% of consolidated net assets	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income	Amount	% of total comprehensive income
Parent													
- Manipal Health Enterprises Limited (formerly known as Manipal Health Enterprises Private Limited)	India	Holding Company				77.21%	5,214.77	47.77%	535.41	45.55%	(2.51)	47.78%	532.90
Indian Subsidiaries													
- Manipal Hospitals (Dwarka) Private Limited (refer note 51)	India	Subsidiary	100.00%	100.00%	2.58%	174.37	7.41%	83.08	(2.36%)	0.13	7.46%	83.21	
- Healthmap Diagnostics Private Limited	India	Subsidiary	50.08%	50.08%	2.39%	161.63	(0.11%)	(1.26)	8.89%	(0.49)	(0.16%)	(1.75)	
- Manipal Hospitals Private Limited	India	Subsidiary	100.00%	100.00%	18.52%	1,250.59	29.56%	331.32	18.33%	(1.01)	29.62%	330.31	
- Manipal Hospitals (Bengaluru) Private Limited	India	Subsidiary	100.00%	100.00%	3.80%	256.45	4.79%	53.71	1.63%	(0.09)	4.81%	53.62	
- Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited)	India	Step-down subsidiary	84.07%	84.07%	(8.41%)	(568.05)	10.12%	113.46	25.77%	(1.42)	10.05%	112.04	
- Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited)	India	Subsidiary	84.94%	84.94%	4.47%	301.64	0.56%	6.27	0.00%	-	0.56%	6.27	



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Entity	Country of Incorporation	Relationship as at March 31, 2025	% of effective ownership interest held (directly and indirectly)	% of voting rights held	Net Asset (total Assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
					March 31, 2025		March 31, 2025		March 31, 2025		March 31, 2025	
					% of consolidated net assets	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income	Amount	% of total comprehensive income	Amount
Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited)	India	Step-down subsidiary	84.94%	84.94%	2.45%	165.43	(0.93%)	(10.37)	(8.53%)	0.47	(0.89%)	(9.90)
Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited ("NBCPL"))	India	Step-down subsidiary	82.24%	82.24%	0.31%	20.84	0.10%	1.09	2.72%	(0.15)	0.08%	0.94
- HCMCT Silo**	India	Subsidiary			(5.66%)	(381.99)	(0.97%)	(10.88)	1.63%	(0.09)	(0.98%)	(10.97)
Foreign Subsidiaries												
- Manipal Health Enterprises International Pte Ltd	Singapore	Subsidiary	100.00%	100.00%	0.08%	5.35	0.23%	2.57	(1.63%)	0.09	0.24%	2.66
Joint Venture												
- Terrais Technologies Private Limited	India	Joint Venture	20.59%	20.59%	-	-	0.00%	-	0.00%	-	0.00%	-
Associate												
- I-Genetics Diagnostics Private Limited	India	Associate	42.17%	42.17%	-	-	0.00%	-	0.00%	-	0.00%	-
Sub total						6,601.03		1,104.40		(5.07)		1,099.33
Non-controlling interest												
- Healthmap Diagnostics Private Limited	India	Subsidiary			2.52%	170.50	(0.06%)	(0.62)	4.54%	(0.25)	(0.08%)	(0.87)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Name of the Entity	Country of Incorporation	Relationship as at March 31, 2025	% of effective ownership interest held (directly and indirectly)	% of voting rights held	Net Asset (total Assets minus total liabilities)		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
					March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025
					Amount	% of consolidated net assets	Amount	% of consolidated profit and loss	Amount	% of consolidated other comprehensive income	Amount	% of total comprehensive income
- Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited)	India	Step-down subsidiary			(81.53)	(1.21%)	18.08	1.61%	(0.23)	4.17%	(0.23)	1.60%
- Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited)	India	Subsidiary			19.12	0.28%	0.94	0.08%	-	0.00%	-	0.08%
Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited)	India	Step-down subsidiary			33.19	0.49%	(2.19)	(0.20%)	0.07	(1.27%)	0.07	(0.19%)
Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited ("NBCPL"))	India	Step-down subsidiary			11.56	0.17%	0.12	0.01%	(0.03)	0.54%	(0.03)	0.01%
NCI total					152.84		16.32		(0.44)		(0.44)	
Gross total					6,753.87	100.00%	1,120.72	100.00%	(5.51)	100.00%	(5.51)	100.00%
Adjustment arising on consolidation					(753.72)		(39.05)		0.44		0.44	
Total					6,000.15		1,081.67		(5.07)		(5.07)	
**refer note 1(b)												



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

43 MATERIAL PARTLY-OWNED SUBSIDIARIES -

- i) Sahyadri Hospitals Private Limited ("SHPL")- Step down Subsidiary
- ii) Surya Hospitals Private Limited ("Surya Hospitals") - Subsidiary of SHPL
- iii) Sahyadri Karad Hospitals Private Limited ("Karad Hospitals") - Subsidiary of SHPL
- iv) Saideep Healthcare And Research Private Limited ("Saideep") - Subsidiary of SHPL

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by the parent :

Name	Country of incorporation and operation	March 31, 2026
SHPL	India	99.86%
Surya Hospitals	India	81.03%
Karad Hospitals	India	94.50%
Saideep	India	54.92%
Non-controlling interest - SHPL	India	0.14%
Non-controlling interest - Surya Hospitals	India	18.97%
Non-controlling interest - Karad Hospitals	India	5.50%
Non-controlling interest - Saideep	India	45.08%

Information regarding non-controlling interest

(₹ in Crores)

	March 31, 2026
Accumulated balances of material non-controlling interest:	
SHPL	1.18
Surya Hospitals	11.80
Karad Hospitals	1.35
Saideep	131.90
Profit/(loss) including OCI allocated to material non-controlling interest:	
SHPL	0.03
Surya Hospitals	0.61
Karad Hospitals	(0.14)
Saideep	2.50

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit and loss for the period starting from October 03, 2025 to March 31, 2026

(₹ in Crores)

	SHPL	Surya Hospitals	Karad Hospitals	Saideep	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Revenue from operations	468.89	19.08	19.38	71.48	578.83
Other income	4.28	0.44	0.46	3.31	8.49
Purchase of medical consumables	(101.66)	(3.90)	(4.16)	(16.15)	(125.87)
Changes in inventories of medical consumables	0.40	0.04	0.03	(0.04)	0.43
Employee benefits expense	(89.29)	(1.42)	(3.72)	(12.38)	(106.81)
Finance cost	(14.38)	(0.05)	(0.52)	(0.13)	(15.08)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	SHPL	Surya Hospitals	Karad Hospitals	Saideep	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Depreciation and amortisation expense	(44.61)	(1.16)	(0.93)	(8.44)	(55.13)
Other expenses	(253.79)	(7.81)	(11.23)	(30.13)	(302.96)
(Loss)/profit before tax and exceptional items	(30.16)	5.22	(0.69)	7.52	(18.11)
Exceptional loss	49.59	0.24	0.25	0.55	50.63
(Loss)/profit before tax	(79.75)	4.98	(0.94)	6.97	(68.74)
Income tax	10.21	(1.41)	0.05	(2.92)	5.93
Deferred tax	21.02	0.16	0.10	1.15	22.43
(Loss)/Profit for the period	(48.52)	3.73	(0.79)	5.20	(40.39)
Other comprehensive income for the period	1.96	0.11	0.11	0.30	2.48
Total comprehensive (loss)/income for the period	(46.56)	3.84	(0.68)	5.50	(37.90)
Attributable to non-controlling interests	0.03	0.61	(0.14)	2.50	3.00
Dividends paid to non-controlling interests	-	-	-	-	-

*Represents value less than ₹ 0.01 Crores

(₹ in Crores)

Summarised balance sheet as at:	SHPL	Surya Hospitals	Karad Hospitals	Saideep	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Current assets	225.46	27.03	7.96	147.49	407.94
Non-current assets	1,223.18	16.41	27.75	117.10	1,384.44
Current liabilities	(155.03)	(3.48)	(16.41)	(15.24)	(190.16)
Non-current liabilities	(242.18)	(1.52)	(12.23)	(11.04)	(266.97)
Equity	1,051.43	38.44	7.07	238.31	1,335.25
Attributable to:					
Equity holders of parent	1,050.25	26.64	5.72	106.41	1,189.02
Non-controlling interest	1.18	11.80	1.35	131.90	146.23

Summarised cash flow information for the period starting from October 03, 2025 till March 31, 2026 :

(₹ in Crores)

	SHPL	Surya Hospitals	Karad Hospitals	Saideep	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Operating activities	(29.13)	7.26	1.34	22.93	2.40
Investing activities	86.03	(7.10)	(0.39)	(18.44)	60.10
Financing activities	(51.47)	(0.00*)	(0.47)	-	(51.94)
Net increase/(decrease) in cash and cash equivalents	5.43	0.16	0.48	4.49	10.56

*Represents value less than ₹ 0.01 Crores

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

44 MATERIAL PARTLY-OWNED SUBSIDIARIES -

- i) Manipal Hospitals Synergie Private Limited ("MHSPL") (formerly known as Medica Synergie Private Limited) - Subsidiary.
- ii) Manipal Hospitals Eastern India Private Limited ("MH Eastern") (formerly known as Medica Hospitals Private Limited) - Subsidiary of MHSPL.
- iii) Manipal Hospitals Bengal Private Limited ("MH Bengal") (formerly known North Bengal Clinic Private Limited ('NBCPL') - Subsidiary of MHSPL.

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by the parent :

Name	Country of incorporation and operation	March 31, 2026	March 31, 2025
MHSPL	India	84.94%	84.94%
MH Eastern	India	84.94%	84.94%
MH Bengal	India	83.36%	82.24%
Non-controlling interest - MHSPL	India	15.06%	15.06%
Non-controlling interest - MH Eastern	India	15.06%	15.06%
Non-controlling interest - MH Bengal	India	16.64%	17.76%

Information regarding non-controlling interest

(₹ in Crores)

	March 31, 2026	March 31, 2025
Accumulated balances of material non-controlling interest:		
MHSPL	20.51	19.12
MH Eastern	38.24	33.19
MH Bengal	10.86	11.56
Profit/(loss) including OCI allocated to material non-controlling interest:		
MHSPL	1.38	0.94
MH Eastern	5.05	(2.12)
MH Bengal	(0.71)	0.09

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit and loss for the year ended March 31, 2026 and period starting from July 01, 2024 till March 31, 2025

(₹ in Crores)

	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Revenue from operations	6.78	704.04	102.09	812.91
Other income	6.44	3.29	0.43	10.16
Purchase of medical consumables	-	(157.96)	(19.06)	(177.02)
Changes in inventories of medical consumables	-	(10.30)	(0.12)	(10.42)
Employee benefits expense	-	(114.23)	(19.03)	(133.26)
Finance cost	(0.05)	(19.20)	(2.83)	(22.08)
Depreciation and amortisation expense	0.00*	(49.02)	(8.29)	(57.31)
Other expenses	(2.19)	(278.59)	(56.97)	(337.75)
Profit/(Loss) before tax and exceptional items	10.98	78.03	(3.78)	85.23
Exceptional loss	-	1.64	0.19	1.83
Profit/(loss) before tax	10.98	76.39	(3.97)	83.40

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Income tax	2.03	2.50	-	4.53
Deferred tax	(0.20)	33.34	(1.15)	31.99
Profit/(loss) for the period from continuing operations	9.15	40.55	(2.82)	46.88
Other comprehensive income for the period	-	1.02	0.15	1.17
Total comprehensive income/(loss) for the period	9.15	41.57	(2.67)	48.05
Attributable to non-controlling interests	1.38	5.05	(0.71)	5.72
Dividends paid to non-controlling interests	-	-	-	-

(₹ in Crores)

	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025
Revenue from operations	2.00	482.30	70.20	554.50
Other income	8.13	1.71	0.04	9.88
Purchase of medical consumables	-	(105.58)	(17.08)	(122.66)
Changes in inventories of medical consumables	-	(3.61)	(0.56)	(4.17)
Employee benefits expense	0.12	(126.75)	(12.28)	(138.91)
Finance cost	-	(22.99)	(1.62)	(24.61)
Depreciation and amortisation expense	(0.01)	(32.27)	(4.95)	(37.23)
Other expenses	(1.85)	(204.68)	(32.36)	(238.89)
Profit/(loss) before tax	8.39	(11.87)	1.39	(2.09)
Income tax	(2.12)	1.49	(0.31)	(0.94)
Profit/(loss) for the period from continuing operations	6.27	(10.38)	1.08	(3.03)
Other comprehensive income for the period	-	0.47	(0.15)	0.32
Total comprehensive income/(loss) for the period	6.27	(9.91)	0.93	(2.71)
Attributable to non-controlling interests	0.94	(2.12)	0.09	(1.09)
Dividends paid to non-controlling interests	-	-	-	-

*Represents value less than ₹ 0.01 Crores

(₹ in Crores)

Summarised balance sheet as at:	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Current assets	10.12	154.65	32.90	197.67
Non-current assets	302.65	438.21	94.29	835.15
Current liabilities	(1.98)	(149.93)	(37.54)	(189.45)
Non-current liabilities	-	(159.77)	(21.48)	(181.25)
Equity	310.79	283.16	68.17	662.12
Attributable to:				
Equity holders of parent	290.28	244.92	57.31	592.51
Non-controlling interest	20.51	38.24	10.86	69.61



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025
Current assets	34.85	139.37	17.30	191.52
Non-current assets	267.93	459.56	57.30	784.79
Current liabilities	(0.98)	(168.40)	(40.52)	(209.90)
Non-current liabilities	(0.17)	(265.13)	(13.26)	(278.56)
Equity	301.63	165.40	20.82	487.85
Attributable to:				
Equity holders of parent	282.51	132.21	9.26	423.98
Non-controlling interest	19.12	33.19	11.56	63.87

Summarised cash flow information for the year ended March 31, 2026 and period starting from July 01, 2024 till March 31, 2025 :

(₹ in Crores)

	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2026	March 31, 2026	March 31, 2026	March 31, 2026
Operating activities	0.76	107.16	(4.03)	103.89
Investing activities	(6.21)	(58.15)	(36.67)	(101.03)
Financing activities	-	(36.43)	43.42	6.99
Net increase/(decrease) in cash and cash equivalents	(5.45)	12.58	2.72	9.85

(₹ in Crores)

	MHSPL	MH Eastern	MH Bengal	Total
	March 31, 2025	March 31, 2025	March 31, 2025	March 31, 2025
Operating activities	0.57	(1.31)	11.36	10.62
Investing activities	(62.75)	(50.83)	(3.43)	(117.01)
Financing activities	-	31.17	(5.57)	25.60
Net increase/(decrease) in cash and cash equivalents	(62.18)	(20.97)	2.36	(80.79)

45 MATERIAL PARTLY-OWNED SUBSIDIARIES - HEALTHMAP DIAGNOSTICS PRIVATE LIMITED

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by the parent:

Name	Country of incorporation and operation	March 31, 2026	March 31, 2025
Healthmap Diagnostics Private Limited	India	50.08%	50.08%
Non-controlling interest	India	49.92%	49.92%

Information regarding non-controlling interest

(₹ in Crores)

	March 31, 2026	March 31, 2025
Accumulated balances of material non-controlling interest:		
Healthmap Diagnostics Private Limited	175.46	170.50
Profit/(loss) including OCI allocated to material non-controlling interest:		
Healthmap Diagnostics Private Limited	4.96	(0.87)

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Summarised statement of profit and loss for the year ended:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Revenue from operations	232.94	211.80
Other income	5.41	5.14
Purchase of medical consumables	(63.22)	(58.43)
Changes in inventories of medical consumables	1.16	1.32
Employee benefits expense	(52.13)	(52.47)
Finance cost	(7.78)	(8.28)
Depreciation and amortisation expense	(26.99)	(26.23)
Other expenses	(75.41)	(71.71)
Profit/(Loss) before tax and exceptional items	13.98	1.14
Exceptional loss/(gain)	4.09	2.40
Loss before tax	9.89	(1.26)
Income tax	-	(0.76)
Deferred tax	-	0.74
Profit/(Loss) for the year from continuing operations	9.89	(1.24)
Other comprehensive income for the year	0.07	(0.49)
Total comprehensive loss for the year	9.96	(1.73)
Attributable to non-controlling interests	4.96	(0.87)
Dividends paid to non-controlling interests	-	-

Summarised balance sheet as at:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Current assets	136.33	123.24
Non-current assets	184.84	171.92
Current liabilities	(87.60)	(61.60)
Non-current liabilities	(58.83)	(71.93)
Equity	174.74	161.63
Attributable to:		
Equity holders of parent	(0.72)	(8.87)
Non-controlling interest	175.46	170.50

Summarised cash flow information for the year ended:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Operating activities	40.44	45.42
Investing activities	(17.06)	(26.23)
Financing activities	(22.08)	(14.44)
Net decrease in cash and cash equivalents	1.30	4.75



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

46 MATERIAL PARTLY-OWNED SUBSIDIARIES - MANIPAL HOSPITALS (EAST) INDIA PRIVATE LIMITED ("MHEIPL") (FORMERLY KNOWN AS AMRI HOSPITALS PRIVATE LIMITED)

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by the parent:

Name	Country of incorporation and operation	March 31, 2026	March 31, 2025
Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited)	India	84.07%	84.07%
Non-controlling interest	India	15.93%	15.93%

Information regarding non-controlling interest (₹ in Crores)

	March 31, 2026	March 31, 2025
Accumulated balances of material non-controlling interest:		
Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited)	(70.56)	(81.53)
Profit including OCI allocated to material non-controlling interest:		
Manipal Hospitals (East) India Private Limited ("MHEIPL") (formerly known as AMRI Hospitals Private Limited)	10.97	17.85

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit and loss for the year ended March 31, 2026 and March 31, 2025 :

	March 31, 2026	March 31, 2025
Revenue from operations	1,350.39	1,137.18
Other income	4.84	6.81
Purchase of medical consumables	(333.12)	(290.11)
Changes in inventories of medical consumables	6.65	1.27
Employee benefits expense	(196.29)	(171.04)
Finance cost	(137.02)	(152.88)
Depreciation and amortisation expense	(87.29)	(76.76)
Other expenses	(511.18)	(436.31)
Profit before tax and exceptional items	96.98	18.16
Exceptional items	4.86	-
Profit before tax	92.12	18.16
Deferred tax	23.73	(95.31)
Profit for the year	68.39	113.47
Other comprehensive loss for the year	0.44	(1.42)
Total comprehensive income for the year	68.83	112.05
Attributable to non-controlling interests	10.97	17.85
Dividends paid to non-controlling interests	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Summarised balance sheet as at:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Current assets	230.18	143.57
Non-current assets	1,395.11	1,311.03
Current liabilities	(296.98)	(196.42)
Non-current liabilities	(1,827.41)	(1,826.11)
Equity	(499.10)	(567.93)
Attributable to:		
Equity holders of parent	(428.54)	(486.40)
Non-controlling interest	(70.56)	(81.53)

Summarised cash flow information for the year ended:

(₹ in Crores)

	March 31, 2026	March 31, 2025
Operating activities	270.59	191.94
Investing activities	(156.07)	(124.51)
Financing activities	(110.30)	(101.74)
Net increase in cash and cash equivalents	4.22	(34.31)

47 RECONCILIATION OF MOVEMENTS OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCIAL ACTIVITIES

(₹ in Crores)

Particulars	Term loans	Non-convertible debentures	Lease liabilities	Term loan from others	Loan for purchase of capital asset	Total
Balance as at April 01, 2025	4,751.27	-	1,618.34	0.03	15.51	6,385.15
Additions on account of acquisition of subsidiary (refer note 31 a)	7.60	-	230.34	-	-	237.94
Interest accrued but not due as at April 01, 2025	2.09	-	-	-	-	2.09
Addition during the year	-	-	519.38	-	-	519.38
Cash flows including interest paid						
- Proceeds from borrowings	592.08	5,310.00	-	-	3.80	5,905.88
- Repayment of borrowings/lease obligation	(344.25)	-	(66.39)	(0.03)	(5.72)	(416.39)
- Interest paid/processing fee paid	(330.27)	(23.30)	(180.34)	-	(1.14)	(535.05)
Non-cash changes						
- Ind AS adjustment with respect to unamortised loan processing charges	1.49	(19.47)	-	-	-	(17.98)
- Interest expense	328.54	264.05	201.09	-	1.14	794.82
- Interest capitalised	-	-	5.78	-	-	5.78
- Lease liability reversed	-	-	(18.57)	-	-	(18.57)
Balance as at March 31, 2026	5,008.55	5,531.28	2,309.63	-	13.59	12,863.05



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(₹ in Crores)

Particulars	Term loans	Lease liabilities	Term loan from others	Loan for purchase of capital asset	Total
Debt as at April 01, 2024	3,929.35	1,186.26	-	14.64	5,130.25
Additions on account of acquisition of subsidiary (refer note 31 b)	164.25	20.23	0.03	-	184.51
Interest accrued but not due as at April 01, 2024	0.96	-	-	-	0.96
Addition during the year	-	440.00	-	-	440.00
Cash flows including interest paid			-		-
- Proceeds from borrowings	898.87	-	-	5.91	904.78
- Repayment of borrowings/lease obligations	(242.55)	(50.21)	-	(5.04)	(297.80)
- Interest paid	(330.34)	(114.33)	-	(1.31)	(445.98)
Non-cash changes			-		-
- Ind AS adjustment with respect to unamortised loan processing charges	1.45	-	-	-	1.45
- Interest expense	331.37	136.04	-	1.31	468.72
- Interest capitalised		7.08	-	-	7.08
- Lease liability reversed	-	(6.73)	-	-	(6.73)
Interest accrued but not due as at March 31, 2025	(2.09)	-	-	-	(2.09)
Debt as at March 31, 2025	4,751.27	1,618.34	0.03	15.51	6,385.15

48 OTHER STATUTORY INFORMATION

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group has balance with below- mentioned companies struck off under section 248 of Companies Act, 2013:

(₹ in Crores)

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2026	As at March 31, 2025	
T2K Fire & Security Private Limited	Retention Money	-	0.02	None
	Creditors for Capital Goods	0.01	0.01	None
Corporate Wellness Solutions Private Limited	Security deposits	0.02	-	None
Skinscope Pharmaceuticals Private Limited	Advances to suppliers	0.00	-	None
Pramanik Fusion Fabrication Private Limited	Advances to suppliers	0.01	-	None

- The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Group is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Group has not traded or invested in Crypto currency or Virtual Currency during the year.
- During the year ended March 31, 2026 and March 31, 2025, no funds have been advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (viii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (ix) The Group has not been declared wilful defaulter by any bank or financial institution or other lender.

49 In the months of May and June, 2024, the Company raised ₹ 750.00 Crores through rights issue from the existing shareholders, the proceeds of the rights issue were utilised for the acquisition of 84.94% shareholding in Manipal Hospitals Synergie Private Limited (formerly known as Medica Synergie Private Limited) (refer note 31 b).

50 During the year ended March 31, 2025, the Regional Director South-East Region has confirmed the scheme of amalgamation between Healthmap Diagnostics Private Limited and Medcis Pathlabs India Private Limited with the appointed date as April 01, 2024, and the effect of the scheme is reflected in the Consolidated Financial Statements.

The merger being under common control, has been accounted in accordance with Appendix C of Ind AS 103 "Business Combinations" and hence there will be no impact on the Consolidated Financial Statements.

51 SUBSEQUENT EVENT

Subsequent to the balance sheet date, the Company has acquired the balance land measuring 752.77 square meters and building comprising service floor between 3rd and 4th floor, and 4th to 9th floors totally measuring 20,663.80 square meters in relation to its greenfield project at Juhu, Mumbai, for a total consideration of ₹ 495.00 Crores, thereby completing the acquisition of the property. Out of the total consideration, ₹ 365.00 Crores has been paid subsequent to the balance sheet date, and the remaining ₹ 130.00 Crores is payable subject to the fulfilment of certain conditions subsequent.

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration number : 101248W/W - 100022

G Prakash

Partner

Membership number: 099696

Place : Bengaluru

Date : July 15, 2026

For and on behalf of the Board of Directors of

Manipal Health Enterprises Limited

(formerly known as Manipal Health Enterprises Private Limited)

CIN:U85110KA2010PLC052540

Dilip Jose

Managing Director & CEO

DIN: 03591692

Sameer Agarwal

Chief Financial Officer

Dr. H. Sudarshan Ballal

Chairman & Director

DIN: 01195055

Sathish Kolar Ramamoorthy

Company Secretary

Membership No: A15203

Place : Bengaluru

Date : July 15, 2026

manipalhospitals
LIFE'S ON 

Head Office:

Manipal Health Enterprises Limited
(Formerly Known as Manipal Health
Enterprises Private Limited)

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