

May 09, 2025

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

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

Subject: - Intimation of Scheme of Amalgamation

Dear Sir/Madam

Pursuant to Regulation 30 read with Para A (1) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby inform you that the Board of Directors of the Company at its meeting held on May 09, 2025, has, inter alia, approved the Scheme of Amalgamation of Medulla Healthcare Private Limited (“Transferor Company”) which is wholly-owned subsidiaries of the Jupiter Life Line Hospitals Limited (“Transferee /Company”) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with relevant rules & regulations framed thereunder.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is attached herewith as “**Annexure A**”

This information is also available on the Company’s Website at www.jupiterhospital.com.

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

Thanking You,

For JUPITER LIFE LINE HOSPITALS LIMITED

Suma Upparatti
Company Secretary & Compliance Officer

Annexure – A

Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular

Sr. No.	Particulars	Description
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<p><u>Transferor Company:</u> Medulla Healthcare Private Limited was incorporated as a private limited company under the Companies Act, 2013 on the 29th June 2022 in the state of Maharashtra. The CIN of the Transferor Company as on date is U85300MH2022PTC385705. The Transferor Company is a wholly-owned subsidiary of the Transferee Company.</p> <p><u>Transferee Company:</u> Jupiter Life Line Hospitals Limited was originally incorporated as a public limited company under the erstwhile Companies Act, 1956, on the 18th November 2002 in the State of Maharashtra. The CIN of the Transferee Company as on date is L85100MH2002PLC137908. JLHL is a listed company having its equity shares listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>The financial details of the Companies are provided in '<u>Exhibit 1</u>'.</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	<p>Yes. The Transferor Company is a direct wholly-owned subsidiary of the Transferee Company and as such the said companies are related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated 17th July 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempted from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20th June 2023. The Transferor Company, being wholly owned subsidiaries of the Company, are proposed to be</p>



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		amalgamated with the Company through Scheme of Arrangement, requirement of arm's length criteria is not applicable.
3.	Area of business of the entity(ies);	<p><u>Transferor Company:</u> Medulla was incorporated with the main objects to run, undertake, execute, manage, develop, own, acquire, establish the business in India or elsewhere to carry out all kinds of activities in healthcare, pharmaceutical, laboratories, diagnostic centres and rehabilitation centers, hospitality, etc.</p> <p><u>Transferee Company:</u> JLHL is a prominent multi-speciality tertiary and quaternary healthcare service provider in the Mumbai metropolitan area and western India with total operational bed capacity of 961 across three hospitals located in Thane, Pune and Indore under the "Jupiter" Brand. The Company is constructing a new Multi - speciality hospital in Dombivali, Maharashtra with potential capacity of 500 beds and It has also taken a land on lease for setting up its second hospital in Pune with potential capacity of 500 beds. JLHL is also running Fortune Park Lake City Hotel in Thane for promoting medical tourism. JLHL has also purchased a land for setting up its hospital at Ghodbunder Mira Road, District Thane, its 6th Hospital project boasting a capacity of 300 beds.</p>
4.	Rationale for amalgamation/merger;	<p><u>Rationale of the scheme</u> The Transferor Company is a direct wholly-owned subsidiary of the Transferee Company. The Scheme is proposed as a part of consolidation strategy within the Group. The objects / rationale of the proposed Scheme are as under:</p> <ul style="list-style-type: none"> • The merger of Transferor Company into Transferee Company will result in cost optimization; • The Scheme will also achieve rationalization of costs by simplification of management structure leading to better administration and cost savings; • Rationalization of the group holding structure by way of reduction in the number of entities and streamline the structure of Transferee Company; • Providing an opportunity to leverage combined assets, capabilities, experience, expertise, infrastructure of both companies enabling optimum utilization of existing resources and economies of scale; • Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by Transferor Company, and greater financial strength and flexibility for the Transferee



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		Company, which would result in maximizing overall shareholder value.
5.	In case of cash consideration - amount or otherwise share exchange ratio;	The entire issued, subscribed and paid-up share capital of the Transferor Company is held by the Transferee Company along with its nominees. Hence, the Transferor Company is directly and beneficially owned by the Transferee Company along with its nominees. Accordingly, the Transferor Company is a direct wholly-owned subsidiary of the Transferee Company. Thus, upon the Scheme becoming effective, neither any consideration will be paid nor any shares shall be issued by the Transferee Company to the shareholders of the Transferor Company and consequent upon the merger, the shares of the Transferor Company held by the Transferee Company directly, shall stand cancelled.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the Scheme, as no shares are being issued by the Company in connection with the Scheme.

Exhibit – I
Financial details as on 31st March 2025

<u>Particulars</u>	(Rs. in million)	
	<u>Transferor Company</u>	<u>Transferee Company</u>
Paid-up Equity Share Capital	Rs.0.10	Rs. 655.66
Net Worth – Equity Share Capital + Other Equity (Standalone)	Rs. 0.14	Rs.14225.42
Total Income (Revenue from Operations + Other Income) (Standalone)	Rs. 0.01	Rs.10881.36