



Date: July 06, 2026

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

NSE SYMBOL: UNIHEALTH

Sub: Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the 16th Annual Report 2025-26 of the Company along with the Notice of Annual General Meeting to be held on Tuesday, July 28, 2026 at 12.30 p.m. IST through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM').

Kindly take the above information on record.

Thanking you.

Yours faithfully,

For Unihealth Hospitals Limited
(Formerly Unihealth Consultancy Limited)

**DESHNA
JAIN**

Deshna Jain

Company Secretary & Compliance Officer

Digitally signed by
DESHNA JAIN
Date: 2026.07.06
19:30:13 +05'30'



Encl.: As above

UniHealth Hospitals Limited

(Formerly known as Unihealth Consultancy Limited)

Registered Office : H-13/14, Everest, 156, Tardeo Road, Mumbai - 400 034, Maharashtra, India.

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CIN No.: L85100MH2010PLC200491

Notice

Notice is hereby given that the Seventeenth Annual General Meeting of the members of Unihealth Hospitals Limited (Formerly known as Unihealth Consultancy Limited) (the "Company") will be held on Tuesday, July 28, 2026 at 12:30 p.m. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
2. To appoint a director in place of Dr. Akshay M. Parmar, (DIN 01533004) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Bachh Raj Nahar (DIN: 00049895) as Independent Director of the Company

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

"RESOLVED THAT Mr. Bachh Raj Nahar (DIN: 00049895), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2025 in terms of Section 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (the Act), as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and as recommended by the Nomination and Remuneration Committee the appointment of Mr. Bachh Raj Nahar (DIN: 00049895), who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five)

years from November 14, 2025 to November 13, 2030 be and is hereby approved."

4. Revision in Remuneration of Dr. Akshay M. Parmar, Chairman & Managing Director of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as approved by the Nomination and Remuneration Committee and Audit Committee, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Dr. Akshay M. Parmar (DIN: 01533004) Chairman & Managing Director of the Company, for the remaining period of his tenure commencing from April 27, 2026 and ending on April 26, 2028, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as the "Board") to fix, alter and vary the terms and conditions of appointment and/or remuneration in such manner as may be mutually agreed between the Board and Dr. Akshay M. Parmar, subject to the applicable provisions of law.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Dr. Akshay M. Parmar, Chairman & Managing Director of the Company shall be entitled to receive and be paid the remuneration as stated in the explanatory statement as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to the Act and Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary or increase the remuneration, including perquisites, within such prescribed limits or ceilings, without any further reference to or approval of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

5. Revision in remuneration of Mr. Parag Shah, Executive Director & Chief Financial Officer (CFO) of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as approved by the Nomination and Remuneration Committee and Audit Committee, the approval

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of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Parag Shah (DIN: 07773426) Executive Director & Chief Financial Officer of the Company for the remaining period of his tenure commencing from November 01, 2025 and ending on April 26, 2028 as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as the "Board") to fix, alter and vary the terms and conditions of appointment and/or remuneration in such manner as may be mutually agreed between the Board and Mr. Parag Shah, subject to the applicable provisions of law.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Parag Shah, Executive Director & Chief Financial Officer shall be entitled to receive and be paid the remuneration as stated in the explanatory statement as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to the Act and Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary or increase the remuneration, including perquisites, within such prescribed limits or ceilings, without any further reference to or approval of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. Increase in the Authorized Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 15, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including rules made thereunder, as the case may be as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the Authorised Share Capital of the Company be and is hereby increased from ₹. 17,00,00,000/- (Rupees Seventeen crores Only) divided into 1,70,00,000 (One Crore Seventy Lakh Only) Equity Shares of ₹. 10/- (Rupees Ten Only) to ₹. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of ₹. 10/- each by creation of additional 30,00,000 (Thirty Lakhs) equity shares of ₹. 10/- (Rupees Ten Only) each and that Clause V of the Memorandum of Association of the Company be substituted by the following:

V. The Authorised Share Capital of the Company is ₹. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹. 10/- (Rupees Ten Only) each. The Company shall have the power to increase or reduce its share capital and to divide the shares in the capital for the time being into several classes and to attach thereto

respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, and to execute and sign all such documents, writings and instruments as may be necessary, desirable or expedient for the purpose of giving effect to the foregoing Resolution, including obtaining all requisite approvals, consents, permissions and sanctions, making necessary filings with the statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in connection therewith. "

7. Issuance of Equity Shares of the company on Preferential Basis for Consideration other than Cash

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable rules, regulations, notifications, guidelines, circulars, directions and clarifications issued thereunder ("the Act"), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the Securities Contracts (Regulation) Act, 1956 (the "SCRA"), as amended and the applicable rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("the Takeover Regulations"), the Foreign Exchange Management Act, 1999, as amended and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable laws, rules, regulations, ordinances, guidelines, policies, notifications, circulars and clarifications issued from time to time, the equity listing agreement entered into by the Company with National Stock Exchange of India Limited ("NSE" or referred to as "Stock Exchange") and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from

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time to time by the Government of India, Ministry of Corporate Affairs (“MCA”)the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) (collectively, the “Applicable Laws”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and in accordance with the Share Swap Agreement dated July 03, 2026 executed amongst Unihealth Hospitals Limited (“Investor Company” or UHL”), Victoria Hospital Limited, Uganda (“Investee Company” or VHL”) and Dr. Chirag Jagdish Kotecha and Mr. Bhaskerkumar Prabhudas Khimji Kotecha “Sellers or Proposed Allottees”), the consent and approval of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot upto 12,50,000 (Twelve Lakh Fifty Thousand Only) fully paid up equity shares of face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 520.31/- (Rupees Five Hundred Twenty and Thirty One paise only) (including a premium of ₹ 510.31/-) per Equity Share, being the minimum price arrived in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, for an aggregate consideration of ₹ 65,03,86,250/-(Rupees Sixty Five Crore Three Lakhs Eighty Six Thousand Two Hundred Fifty Only), on a preferential basis by way of private placement for consideration other than cash by way of swap of shares towards the acquisition by the Company of 2,55,544 (Two Lakhs Fifty Five Thousand Five Hundred Forty Four) ordinary shares of Investee Company (VHL), representing 49.81% of its issued and paid up share capital to the following proposed allottees who are not members of the promoter or promoter group of the Company

S. No.	Name of the Proposed Allottees	% of stake in VHL of-fered for acquisition	No. of shares of VHL pro-posed to be trans-ferred to UHL	No. of shares of the UHL proposed to be allotted for the ac-quisition of VHL Shares	Category of the Investor
1	Dr Chirag Jagdish Kotecha	24.905%	1,27,772	6,25,000	Individual (Non-Pro-moter)
2	Mr. Bhask-erkumar Pra-bhudast Khimji Kotecha	24.905%	1,27,772	6,25,000	Individual (Non-Pro-moter)
	Total	49.81%	2,55,544	12,50,000	

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the preferential allotment of equity shares be and is hereby fixed as Thursday, June 25, 2026, being the working day immediately preceding the date that is 30 days prior to the date of the Annual General meeting i.e. Tuesday, July 28, 2026.

RESOLVED FURTHER THAT the minimum price of the equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations, and that the proposed allotment of the said equity shares is for a consideration other than cash and allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the Company.

RESOLVED FURTHER THAT the Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.

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- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations. However, in addition to the lock-in period prescribed under SEBI (ICDR) Regulations the said Equity Shares shall along with any further issuance of shares shall be locked in terms of SEBI (ICDR) Regulations.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members or such other extended period as may be permitted in accordance with the SEBI (ICDR) Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue by any regulatory/statutory authority (including but not limited to the in-principle approval of the stock exchange for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash (Swap of equity shares in the ratio of 4.89152:1), being the acquisition of 2,55,544 (Two Lakh Fifty-Five Thousand Five Hundred Forty-Four) fully paid-up Ordinary Shares from the Proposed Allottees for non-cash consideration and constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- The Equity Shares so offered, issued and allotted to the proposed allottees shall not exceed the number of Equity Shares as approved hereinabove. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and

to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue or invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any government authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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8. Material Related Party Transaction(s) with UMC Hospitals Private Limited

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

“RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and in terms of the Policy on Related Party Transaction(s) of Unihealth Hospitals Limited (‘Company’) and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered /to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, annexed to this Notice, with UMC Hospitals Private Limited (‘UHPL’), subsidiary company of the Company and accordingly a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and UHPL, for an aggregate value up to ₹. 202.0198 crore (Rupees Two hundred and two crore one lakh Ninety eight thousand only), for grant of loans/advances/ inter-corporate deposits, giving of guarantee(s) or providing security in connection with loan, acquisition of securities by way of subscription, purchase, or otherwise, providing of Management Consultancy Services and giving the premises on rental, entered into or to be entered during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this

resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. Material Related Party Transaction (s) with Victoria Hospital Limited, Uganda

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

RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Unihealth Hospitals Limited (‘Company’) and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered /to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, annexed to this Notice, with Victoria Hospital Limited (‘VHL’), Joint Venture of the Company and accordingly a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and VHL, for an aggregate value up to ₹. 28.25 crore (Rupees Twenty Eight Crores and twenty five lakhs only), for grant of loans/advances, giving of guarantee(s) or providing security in connection with loan, and providing of Management Consultancy Services to be

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entered/continued during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

10. Material Related Party Transaction(s) with Unihealth Tanzania Limited

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

RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Unihealth Hospitals Limited (‘Company’) and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered /to be constituted by

the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, annexed to this Notice, with Unihealth Tanzania limited (‘UTL’), subsidiary company of the Company and accordingly a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and UTL, for an aggregate value up to ₹. 22 crore (Rupees Twenty-two Crores only), for grant of loans/advances, giving of guarantee(s) or providing security in connection with loan and providing of Management Consultancy Services to be entered/continued during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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11. Material related party transaction(s) between Unihealth Holdings Limited (UHL), A wholly owned subsidiary and Unihealth Tanzania Limited, subsidiary of Unihealth Hospitals Limited

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

“RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Unihealth Hospitals Limited (‘Company’), and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) to be entered into and/or executed and/or to continue between Unihealth Holdings Limited (‘UHL’), a wholly owned subsidiary of the Company and Unihealth Tanzania Limited (‘UTL’), subsidiary of the Company and therefore, both being related parties of the Company in terms of section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, annexed to this Notice, on such terms and conditions as may be agreed between UHL and UTL, for an aggregate value up to ₹. 20 crore (Rupees Twenty Crores only), for grant of loans/ advances & acquisition of securities by way of subscription, purchase, or otherwise to be entered/continued during FY 2026-27 subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of UHL and UTL.”

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

12. Material related party transaction(s) between Unihealth Pharmaceuticals Private Limited (UPPL), a wholly owned subsidiary and Unihealth(U)Limited, associate Company of Unihealth Hospitals Limited

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

“RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Unihealth Hospitals Limited (‘Company’), and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) to be entered into and/or executed and/or to continue between Unihealth Pharmaceuticals Private Limited (‘UPPL’), a wholly owned subsidiary of the Company and Unihealth (U)Limited (‘U(U)L’), Associate Company of the Company and therefore, both being related parties of the Company in terms of section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, annexed to this Notice, on such terms and conditions as may be agreed between UPPL and U(U)L, for an aggregate value up to ₹. 15 crore (Rupees Fifteen Crores only), for trading of goods to be entered/continued during FY 2026-27 subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of UPPL and U(U)L.”

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

NOTES

1. The Ministry of Corporate Affairs (‘MCA’) has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020, September 25, 2023, September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) facility or other audio visual means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’) vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022,

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January 5, 2023, and October 7, 2023 (‘SEBI Circulars’) has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 (‘Act’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Tuesday, July 28, 2026 at 12.30 p.m. (IST). The registered office of the Company shall be deemed to be the venue for the AGM.

2. Pursuant to the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Items Nos. 3 to 12 of the accompanying Notice are annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings in respect of the persons seeking appointment/re-appointment as Directors are also annexed.
4. Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 (‘Rules’) and other applicable provisions of the Act, if any, the Company does not have any unclaimed shares or dividend.
5. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfers shall be effected only in dematerialized form. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing any investor service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, subdivision/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at www.unihealthonline.com. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

6. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 17th AGM has been uploaded on the website of the Company at www.unihealthonline.com and may also be accessed on the websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

Detailed procedure for attending the AGM and voting through remote e-voting and e-voting at the AGM is provided at Note no. 16 and 17 of notes of this Notice.

7. Institutional shareholders/Corporate Members intending to appoint their authorised representatives to participate in the AGM are requested to send a certified copy of the Board Resolution at info@unihealthonline.com.
8. 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 during the AGM.
9. The Securities and Exchange Board of India (SEBI) vide its Master Circular dated February 06, 2026 has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at <https://www.unihealthfinancials.com/kyc-nomination-forms> and furnish the requisite details.

Members holding shares in electronic form are advised to send their request for the change of address, bank particulars, residential status or request for transmission of shares etc. to their Depository Participant.

10. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
11. The members holding shares in physical form who have not registered their email addresses with the Company/RTA may register their email addresses at <https://www.bigshareonline.com> by providing details

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such as Select Company Name from drop box, Folio Number, Certificate Number, Shareholder Name, PAN, Mobile Number, Email Id and also upload the image of share certificate and PAN card in PDF or JPEG format (up to 1MB). The facility for registration of bank details for the members holding shares in physical form are also available at <https://www.bigshareonline.com> by providing details such as bank account no, bank name, IFSC code and also upload self-attested cancelled cheque leaf along with request letter duly signed in PDF or JPEG format (Up to 1MB).

12. 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 other documents referred to in the accompanying Notice and Explanatory Statements will be available for inspection through electronic mode by the Members, in accordance with applicable statutory requirements. Members seeking to inspect such documents can send an e-mail to info@unihealthonline.com.
13. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website at: <https://smartodr.in/login> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023].
14. Special window for re-lodgement of physical share transfer requests: Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

- i. 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.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- vi. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- vii. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-

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register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at info@unihealthonline.com from Wednesday, July 22, 2026 (9.00 a.m. IST) to [L1.1] Friday, July 24, 2026 (5.00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- viii. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 17th AGM through VC/OAVM facility.
- ix. Members who need assistance before or during the AGM may contact NSDL on evoting@nsdl.co.in/022-48867000 and 022-24997000 or contact Mr. Suketh Shetty evoting@nsdl.com 022-48867000

17. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.

I. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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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.	<ol style="list-style-type: none"> 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 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. 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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. 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. 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.
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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 22 55 33

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

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

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

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- 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.
- 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.

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?

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

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.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.
- 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.nsd.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 -48867000 or send a request to Mr. Suketh Shetty 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:

- 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 (selfattested scanned copy of Aadhar Card) by email to cs@unihealthonline.com
- 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 cs@unihealthonline.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.
- 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.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

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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.

Other General Information:

- I. The remote e-voting period begins on Saturday, July 25, 2026 at 9:00 a.m. and ends on Monday July 27, 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. Tuesday, July 21, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, July 21, 2026. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast their vote on the resolutions through remote e-voting shall be entitled to vote at the meeting on such resolutions.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- III. Ms. Shalini Bhat (Membership No. FCS: 6484, CP No. 6994) or failing her, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) of M/s. Parikh & Associates,

Practising Company Secretaries is appointed as the Scrutinizer for conducting the voting process (including remote e-voting) in a fair and transparent manner.

- VI. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM and make not later than two working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- IV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.unihealthonline.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman and the same shall be communicated to the National Stock Exchange of India Limited where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By order of the Board

Deshna Jain
Company Secretary
Membership No. A79719

Registered Office:
Unihealth Hospitals Limited
(Formerly Unihealth Consultancy Limited)
H-13 & H-14, Everest, 9th Floor,
156 Tardeo Road, Mumbai-- 400034
Maharashtra
CIN: L85100MH2010PLC200491
Tel. No. +91 (22)23544625
Email ID: info@unihealthonline.com
Website: www.unihealthonline.com

Place: Mumbai
Date: July 03, 2026

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THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its Meeting held on November 14, 2025 has appointed Mr. Bachh Raj Nahar (DIN: 00049895), as an Additional Director with effect from November 14, 2025 and also as an Independent Director of the Company for a term of 5 (five) years with effect from November 14, 2025 to November 13, 2030. By virtue of Section 161 of the Companies Act, 2013, Mr. Bachh Raj Nahar holds office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

Mr. Bachh Raj Nahar, having Bachelor's Degree in Commerce from University of Rajasthan and is an eminent Chartered Accountant, has served in diverse fields at senior positions in large corporate houses. He in his last assignment, served as the Managing Director of Birla Corporation Limited, the flagship Company of the MP Birla Group. He held senior positions in many large bodies' corporates for four decades. Business world magazine had identified him as the most valuable CEO among India's midsize Cement Companies at its issue dated November 29, 2010. He was an Executive President of Vikram Ispat, a unit of Grasim Industries Limited. He was also an Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India.

The Nomination and Remuneration Committee and Board has identified the Strategic Planning, business expansion, and operational excellence related skills/expertise/knowledge/experience/competencies fundamental for the effective functioning of the Company, which are currently available with Mr. Bachh Raj Nahar.

The Board considers that given his background, experience of Mr. Bachh Raj Nahar would be beneficial to the Company and it is advisable to avail his services as an Independent Director.

The Company has received from Mr. Bachh Raj Nahar, a declaration in terms of Section 149 of the Act and the Rules made thereunder and under regulation 16(1) (b) of SEBI Listing Regulations stating that he is qualified to be appointed as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Bachh Raj Nahar has confirmed that he is not disqualified

from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also submitted a Declaration pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

In accordance with SEBI Listing Regulations, he has confirmed that he is not aware of any circumstances or situations that currently exist or may reasonably be anticipated to impair or impact his ability to fulfill his duties. The Board, in its opinion, believes that he meets the criteria set forth in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the Company's management. The terms and conditions of his appointment will be available for inspection by Members at the Company's Registered Office during normal business hours on any working day (excluding Saturdays).

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/Chairmanships, his shareholding etc., are separately annexed hereto.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Bachh Raj Nahar himself is concerned or interested, financially or otherwise in this resolution at Item No. 3 of this notice.

The Board recommends this Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Based on the recommendations/approval of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company (the "Board"), at its Meeting held on May 29, 2026, approved the payment of remuneration to Dr. Akshay M. Parmar, Chairman & Managing Director, for the remaining period of his current tenure, commencing from April 27, 2026 and ending on April 26, 2028, subject to the approval of the Members, on the following terms and conditions:

A. Remuneration

A consolidated remuneration of ₹. 10,00,000/- (Rupees Ten Lakhs only) per month, with liberty to the Board to revise and increase the same from time to time, subject to an overall ceiling of ₹. 20,00,000/- (Rupees Twenty Lakhs only) per month.

B. Perquisites

In addition to the aforesaid remuneration, the Chairman & Managing Director shall be entitled to the following perquisites, which shall not be included in the computation of the aforesaid ceiling on remuneration:

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- i. Contribution to the Provident Fund, Superannuation Fund and/or Annuity Fund to the extent such contribution, either singly or taken together, is not taxable under the provisions of the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding one-half month's salary for each completed year of service;
- iii. Earned/Privilege Leave at the rate of one month's leave for every eleven months of service, with liberty to encash the unavailed leave at the end of his tenure as Chairman & Managing Director; and
- iv. Provision of a motor car, telephone facility at his residence and mobile phone(s) for the business purposes of the Company, which shall not be treated as perquisites.

Where in any financial year during the currency of the tenure of Dr. Akshay M. Parmar, the Company has made no profits or its profits are inadequate, the Company shall pay to the Chairman & Managing Director, the above remuneration as Minimum Remuneration. Accordingly, the Special Resolution set out at Item No. 4 of the accompanying Notice seeks the approval of the Members for payment of remuneration to Dr. Akshay M. Parmar as the Chairman & Managing Director of the Company for the residual period of the tenure of his appointment from April 27, 2026 till April 26, 2028.

The statement containing the additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 forms part of and is annexed to this Notice.

Except Dr. Akshay M. Parmar, being the appointee, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

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

Item No. 5

Based on the recommendation/approval of the Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board"), at its Meeting held on May 29, 2026, approved the payment of remuneration to Mr. Parag Shah, Executive Director & Chief Financial Officer, for the remaining period of his current tenure, commencing from November 1, 2025 and ending on April 26, 2028, subject to the approval of the Members, on the following terms and conditions:

A. Remuneration

A consolidated remuneration of ₹. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month, with liberty to the Board to revise and increase the same from time to time, subject to an overall ceiling of ₹. 5,00,000/- (Rupees Five Lakhs only) per month.

B. Perquisites

In addition to the aforesaid remuneration, the Executive Director & Chief Financial Officer shall be entitled to the following perquisites, which shall not be included in the computation of the aforesaid ceiling on remuneration:

- i. Contribution to the Provident Fund, Superannuation Fund and/or Annuity Fund to the extent such contribution, either singly or taken together, is not taxable under the provisions of the Income-tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding one-half month's salary for each completed year of service;
- iii. Earned/Privilege Leave at the rate of one month's leave for every eleven months of service, with liberty to encash the unavailed leave at the end of his tenure as Executive Director; and
- iv. Provision of a motor car, telephone facility at his residence and mobile phone(s) for the business purposes of the Company, which shall not be treated as perquisites.

Where in any financial year during the currency of the tenure of Mr. Parag Shah, the Company has made no profits or its profits are inadequate, the Company shall pay to the Chairman & Managing Director, the above remuneration as Minimum Remuneration. Accordingly, the Special Resolution set out at Item No. 5 of the accompanying Notice seeks the approval of the Members for payment of remuneration to Mr. Parag Shah as the Executive Director & Chief Financial Officer of the Company for the residual period of the tenure of his appointment from November 1, 2025 till April 26, 2028.

The statement containing the additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 forms part of and is annexed to this Notice.

Except Mr. Parag Shah, being the appointee, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at

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Item No. 5 of the Notice for approval by the Members.

ADDITIONAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 4 & 5 OF THE NOTICE.

I. GENERAL INFORMATION

(1) Nature of Industry	Healthcare		
(2) Date or expected date of commencement of commercial production	Not Applicable (The Company is an existing Company)		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
(4) Financial Performance (₹. In Lakhs)	2023-24 (₹. In lakhs)	2024-25 (₹. In lakhs)	2025-26 (₹. In lakhs)
Turnover	655.55	687.06	1322.85
Net profit/ (Loss) as per profit and loss account	303.50	234.92	649.13
Amount of Dividend paid	NIL	NIL	NIL
Rate of Dividend declared	NA	NA	NA
Earnings before interest, depreciation & taxes	429.97	355.30	917.26
% of EBIDTA to turnover	65.59%	34.19%	69.34%
Export performance and net foreign exchange collaborations	-	-	-
(5) Foreign investments or collaborators, if any.	Not Applicable		

II. INFORMATION ABOUT THE APPOINTEE

	Dr. Akshay M. Parmar	Mr. Parag Shah
(1) Background details	Designation: Managing Director Father's name: Mr. Mahendra Parmar Nationality: Indian Date of Birth: 09/10/1986 Qualifications: M.B.B.S. Experience: 16 Years	Designation: Executive Director & Chief Financial Officer Father's name: Mr. Rajnikant Shah Nationality: Indian Date of Birth: 30/03/1971 Qualifications: B.Com. Experience: 28 Years
(2) Past remuneration	₹. 10,00,000 /- per month	₹. 1,00,000 /- per month
(3) Recognition or awards	-	-
(4) Job profile and his suitability	Managing Director shall be responsible for day to day over all affairs of the Company. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	The Executive Director & Chief Financial Officer shall be responsible for Financial Management of the Company. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.

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(5) Remuneration proposed	Gross Remuneration ₹. 10,00,000/- per month including all other perquisites.	Gross Remuneration ₹. 2,50,000/- per month including all other perquisites.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid is very low.	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid is very low.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	In addition to the remuneration payable to him as Managing Director is also the Promoter of the Company	The Executive Director & Chief Financial Officer has no other pecuniary relationship with the Company or with the managerial personnel except The remuneration being paid to him as Executive Director and CFO of the Company.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profits	The company is on the verge of expanding its business operations by undertaking significant capital investments, establishing hospitals across India, acquiring healthcare facilities, investing in medical infrastructure and advanced technology, and strengthening its presence in the healthcare sector.
(2) Steps taken or proposed to be taken for improvement	Substantial marketing initiatives and continuous technological upgradation are expected to enhance the Company's operational efficiency, strengthen its market presence, and significantly improve its profitability.
(3) Expected increase in productivity and profits in measurable terms.	With the curtailment in expenses and increase in the turnover the Company expects to make profit to the tune of approximately ₹. 800.00 Lakhs.

Services of the Managing Director and Executive Director & Chief Financial Officer may be terminated by either party, giving the other party three months' notice or the Company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.

IV. DISCLOSURES

Details such as remuneration, service contract, notice period etc. of the Directors have been disclosed at item no. 4 & 5 of the explanatory statement. The Company has not granted any stock options to its Directors.

Item No. 6

At present, the Authorized Share Capital of the company is ₹. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of ₹. 10/- (Rupees Ten Only) each.

In order to increase the share capital of the company through preferential issue as mentioned in the resolution no. 7 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to ₹. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹. 10/- (Rupees Ten Only) each by the creation of 30,00,000 (Thirty Lakhs) additional Equity Shares of ₹. 10/- (Rupees Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 15, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

A copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during business hours between 11.00 a. m. to 2.00 a.m. on all working days of the Company (Except Saturday, Sundays and Public holidays)

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None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

The Board of Directors of the Company, at its meeting held on July 03, 2026, approved the acquisition of 49.81% stake (represented by 2,55,544 ordinary shares of face value UGX 100,000 (INR 2,495.10/-) each), on a fully diluted basis, in Victoria Hospital Limited, Uganda ("Investee Company"), from its existing shareholders through a share swap transaction. The acquisition is proposed at a maximum consideration of ₹ 65,03,86,250/- (Rupees Sixty Five Crore Three Lakh Eighty Six Thousand Two Hundred Fifty Only), to be discharged by issuance of equity shares of the Company in the ratio of 4.89152 Equity Shares for every 1 Ordinary Shares of the Investee Company. Accordingly, a Share Swap Agreement dated July 03, 2026 was executed amongst the Company, the Investee Company, Dr. Chirag Jagdish Kotecha and Mr. Bhaskerkumar Prabhudas Khimji Kotecha being the existing shareholders of the Investee Company ("Proposed Allottees").

Pursuant to the Share Swap Agreement and subject to the approval of the members, receipt of applicable statutory and regulatory approvals, if any and fulfilment of the conditions thereunder, the Company proposes to issue and allot, on a preferential basis, up to 12,50,000 (Twelve Lakh Fifty Thousand) equity shares of face value ₹ 10/- (Rupees Ten only) each at an issue price of ₹ 520.31/- (Rupees Five Hundred Twenty and thirty one paise only) per equity share, determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI (ICDR) Regulations"), as amended, to the Proposed Allottees towards discharge of the purchase consideration.

In terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder and Chapter V of the SEBI ICDR Regulations, approval of the members by way of a Special Resolution is required for the proposed preferential issue. Accordingly, the consent of the members is sought by way of Special Resolution in the accompanying notice. The requisite disclosures prescribed under the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable laws are set out below.

1. Object of the Preferential Issue

The acquisition significantly strengthens UniHealth's international healthcare platform by substantially increasing ownership in one of its fastest-growing and highest-performing overseas businesses.

Victoria Hospital has consistently delivered strong operational and financial performance and today serves as one of the flagship tertiary healthcare institutions within the Group's East African operations. Increasing ownership to 99.81% aligns virtually the entire economic interest of Victoria Hospital with UniHealth shareholders while simplifying the Group's ownership structure.

The transaction is expected to generate multiple long-term strategic benefits, including complete strategic alignment of Victoria Hospital with UniHealth's growth strategy, consolidation of substantially all future earnings generated by the subsidiary, improved capital allocation flexibility across the Group, greater operational integration across India and East African businesses, simplified governance and decision-making framework and enhanced ability to execute future expansion, capacity augmentation and specialty healthcare investments across Uganda and neighbouring markets.

The acquisition further reinforces UniHealth's differentiated positioning as an unique listed Indian healthcare company operating an integrated cross-border healthcare platform spanning India and East Africa.

2. Size of the preferential issue:

It is proposed to issue and allot in aggregate up to 12,50,000 (Twelve Lakh Fifty Thousand) fully paid-up equity shares having face value of ₹ 10/- (Rupees Ten Only) each of the Company at an issue price of ₹ 520.31 /- (Rupees Five Hundred Twenty- and Thirty One Paise Only) per equity share to discharge the total payment of Purchase Consideration for acquisition of 2,55,544 (Two Lacs Fifty Five Thousand Five Hundred Forty Four) Sale Shares in Investee Company from its existing shareholders in the ratio of 4.89152 Equity Shares for every 1 Ordinary Shares of the Investee Company.

3. Price of the preferential issue:

The Company proposes to offer, issue and allot equity shares each at an issue price of ₹ 520.31/- (Rupees Five Hundred Twenty and Thirty one Paise Only) per equity share. Please refer point 4 below for the basis of determining the price of the preferential issue.

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4. Basis on which the price has been arrived at along with report of the Independent registered valuer:

- (A) The equity shares of the Company are listed and frequently traded on SME Platform of NSE (“NSE Emerge”) as on relevant date in accordance with the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, the price at which equity shares will be allotted shall not be less than higher of the following:
- The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. ₹ 423.02/-; or
 - The 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. ₹ 520.31/-.
- The price in accordance with regulation 164(1) of SEBI (ICDR) Regulations, 2018 is arrived at ₹ 520.31/-only.
- (B) The proposed preferential issue is for consideration other than cash i.e. swap of shares in the ratio of 4.89152: 1 and the allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the Company. Hence, the issue price has been determined as per valuation report in pursuance to regulation 163(3) and 166A under Chapter V of SEBI (ICDR) Regulations, 2018. The company obtained:
- Valuation report dated July 03, 2026 issued by Mr. Bhavesh M. Rathod Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/10708) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment other than cash consideration arrived at ₹ 520.31/- (Rupees Five Hundred Twenty and Thirty One pais Only) per equity shares. There is no change in control, consequent to proposed preferential issue to the proposed allottees.
 - The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be accessed at Company’s website i.e. <https://www.unihealthfinancials.com/other-documents> The floor price of the equity shares of the company as per regulation 163(2) and first proviso of regulation 166A of SEBI (ICDR) Regulations is not less than at higher of the (A) or (B) i.e. ₹ 520.31/- each.

5. Relevant Date:

The “Relevant Date” as per Chapter V of the SEBI (ICDR) Regulations for the determination of the floor price for equity shares to be issued is June 25, 2026, being the working day immediately preceding the date that is 30 days prior to the date of the AGM.

6. Date of Board Resolution:

Date of passing of Board resolution for approving preferential issue: July 03, 2026.

7. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential issue, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares issued shall be fully paid-up and listed on NSE and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI (ICDR) Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

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8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage of post preferential offer capital that may be held by them:

The Equity Shares shall be issued and allotted to the Proposed Allottees (under Non-Promoter Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

S. No.	Name of the Proposed Allotees	Category	PAN	Pre- Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights
1.	Dr Chirag Jagdish Kotecha	Individual, Non-Promoter	PSNPK5448C	0	0	6,25,000	6,25,000	3.64%
2.	Bhaskerkumar Prabhudas Khimji Kotecha	Individual, Non-Promoter	OYYPK4944K	0	0	6,25,000	6,25,000	3.64%

9. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or senior management to subscribe to the preferential issue.

None of the Promoters /Promoter Group/Directors, Key Managerial Personnel or senior management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

10. The Current and proposed status of the allottee(s) post the preferential issues:

As on the date of this Notice, the Proposed Allottees, namely Dr. Chirag Jagdish Kotecha and Mr. Bhaskerkumar Prabhudas Khimji Kotecha, do not hold any equity shares of the Company. Upon allotment of the equity shares pursuant to the proposed preferential issue, they shall form part of the Non-Promoter, Public Shareholding category, as they are neither existing shareholders nor members of the Promoter or Promoter Group of the Company. Accordingly, the proposed preferential issue will not result in any change in the management or control of the Company.

11. The Shareholding Pattern of the issuer before and after the preferential issue:

The pre-issue shareholding pattern of the Company as of June 26, 2026 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:

Category*	Pre-Issue Shareholding structure		Equity Shares to be allotted Pursuant to share swap	Post-Issue Shareholding structure	
	No. of Shares held	% of Total shareholding		No. of Shares held	% of Total shareholding
A) Promoter Shareholding					
1) Indian	1,11,15,912	69.9116 %	0	1,11,15,912	64.8160 %
a) Individual & HUF	0	0	0	0	0
b) Bodies Corporate	0	0	0	0	0
Sub Total	0	0	0	0	0
2) Foreign Promoters	0	0	0	0	0
Individuals	0	0	0	0	0
Bodies Corporate	1,11,15,912	69.9116 %	0	1,11,15,912	64.8160 %

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Sub Total (A)	1,11,15,912	69.9116 %	0	1,11,15,912	64.8160 %
B) Public Shareholding					
1) Institutional Investors					
a) Indian	79,000	0.4969 %	0	79,000	0.4606%
b) Foreign	1,000	0.0063%	0	1,000	0.0058%
Sub Total (B1)	80,000	0.5032%		80,000	0.4665 %
2) Central Govt./ Stat Govt./POI					
3) Non-Institutional Investors					
Individuals	39,32,220	24.7310%	0	39,32,220	22.9285 %
Bodies Corporate	4,51,995	2.8427%	0	4,51,995	2.6355 %
Others (Including NRI)	3,19,825	2.0115 %	12,50,000	15,69,825	9.1535%
Sub Total (B1 + B2 + B3)	47,04,040	29.5852 %	12,50,000	59,54,040	34.7175 %
C) Total Non-Promoter-Non Public Shareholding	0	0	0	0	0
Grand Total (A+B+C)	1,58,99,952	100 %	12,50,000	17,149,952	100 %

* As on the date of this Notice, 200,000 convertible warrants issued on May 2, 2025, pursuant to issue, remain outstanding and are pending conversion into equity shares of the Company.

12. Amount which the Company intends to raise by way of such securities/ size of the issue:

The equity shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The consideration amount payable to Proposed Allottees for acquisition of 2,55,544 fully paid-up ordinary shares having face value of ₹2,495.10/- (Rupee Two Thousand Four Hundred Ninety-Five Rupees and Ten Paise Only) each of the Investee Company (the "Sale Shares") held by the Proposed Allottees, shall be discharged fully by the Company by way of issuance of its equity shares to the proposed allottees in the swap ratio as specified above. As per Regulation 163(3) and 166A of the SEBI (ICDR) Regulations, 2018, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash and allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer.

The value of the Sale Shares of the Investee Company has been arrived based on the valuation report dated July 03, 2026 issued by Mr. Bhavesh M. Rathod Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/10708) and the price of the equity shares has been determined taking into account the valuation report of the registered valuer. Please refer to paragraph 4 above for the details of the valuation report obtained in relation to the Company.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company's website i.e.

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<https://www.unihealthfinancials.com/other-documents>

14. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchange.

15. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment.

In Pursuance to regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, allotment to the all proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer.

Hence, the company obtained valuation report from the Independent Registered Valuer, Mr. Bhavesh M. Rathod, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/10708) in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

16. Lock-in Period:

- Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

17. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made preferential issue of any security during the current financial year.

18. Listing:

The Company shall make an application to the NSE Emerge, on which the existing Equity Shares are listed, for listing of the aforementioned Shares.

19. Principle terms of assets charged as securities: Not Applicable

20. Name and address of valuer who performed valuation:

The Valuation was performed by Independent valuer, Mr. Bhavesh Mansukhbhai Rathod Chartered Accountant, Registered Valuer (IBBI Registration No.: IBB/RV/06/2019/10708) having his office at Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066.

21. Practicing Company Secretary Certificate

The certificate from M/s. Parikh & Associates, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link <https://www.unihealthfinancials.com/other-documents>

22. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

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The names of the proposed allottees and the identities of the natural persons who are the ultimate beneficial owners of, and/or who ultimately exercise control over, the proposed allottees are set out below.

The details of the percentage of the post-Preferential Issue share capital that may be held by each of the proposed allottees, together with the consequential change in control, if any, of the Company pursuant to the Preferential Issue, have been set out in the preceding paragraphs.

Sr. No.	Name of Proposed allottees	Address of the proposed allottee	Category	PAN	Ultimate Beneficial Ownership
1.	Dr Chirag Jagdish Kotecha	Plot No. 28/B Impala Avenue, Kololo, Kampala, Uganda	Individual, Non-Promoter	PSNPK5448C	Not Applicable
2.	Bhaskerkumar Prabhudas Khimji Kotecha	Plot No. 28/B Impala Avenue, Kololo, Kampala, Uganda	Individual, Non-Promoter	OYYPK4944K	Not Applicable

23. Other Disclosures/Undertaking:

- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.
- Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Proposed Allottees do not hold any equity shares of the Company as on the Relevant Date. Accordingly, there is no pre-preferential shareholding of the Proposed Allottees which is required to be locked-in in terms of the SEBI (ICDR) Regulations, as amended.
- Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The documents referred to in the Notice, including valuation reports, for which the approval of the shareholders is being sought, will be available for inspection by the members without any fee from the date of circulation of this Notice up to the date of the Annual General Meeting scheduled on July 28, 2026.

The Board recommends the passing of the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the members.

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

Context for Resolution No(s). 8, 9, 10, 11 and 12:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions. In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Regulation 23(1) of the SEBI Listing Regulations. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is 13.20 crores. The

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said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Further, SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 has notified the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ('Standards') effective September 1, 2025 which inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs including material modifications, to the Audit Committee and to the Members, while seeking approval.

It is in the above context that, Resolution No(s). 8, 9, 10, 11 and 12 are placed for the approval of the Members of Unihealth Hospitals Limited ('Company'/'UHL') along with necessary details on the proposed RPTs provided in this Statement.

For the purpose of calculating the aggregate value of the proposed Related Party Transactions set out in Resolutions Nos. 8 to 12, the transaction value shall be computed as a percentage of the annual consolidated turnover of Unihealth Hospitals Limited and/or the annual standalone turnover of the relevant subsidiary company and/or the annual consolidated or standalone turnover of the related party, as applicable, based on the audited financial statements for the immediately preceding financial year, i.e., FY 2025-26.

Item No. 8 - Material Related party transaction(s) with UMC Hospitals Private Limited

Background, details and benefits of the transaction

UMC Hospitals Private Limited ("UHPL") is a Subsidiary company and a related party of the Company under the provisions of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). UHPL is currently in the process of establishing hospital projects at multiple locations across Maharashtra and other aligned verticals, and accordingly requires financial assistance and management support from the Company. The Company proposes to provide financial and operational support to UHPL in connection with the commencement and expansion of its healthcare operations. Such support may include the provision of loans, advances, or inter-corporate deposits; the issuance of guarantees or provision of security in connection with any loan or the acquisition of securities by way of subscription, purchase, or otherwise; the provision of management consultancy services; and leasing of the Company's premises to UHPL on a rental basis, as may be required from time to time.

These proposed transactions are expected to facilitate the smooth functioning of business operations across both entities, ensure an uninterrupted supply of working capital and essential services, and generate mutual operational and financial benefits, including revenue enhancement and business growth.

The management has placed before the Audit Committee all relevant details and material terms of the proposed transactions with UHPL. After reviewing the necessary documents and assessing the commercial rationale, the Audit Committee has granted its approval, having noted that the transactions are being conducted in the ordinary course of business and on an arm's length basis, and are in the best interest of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

The Following additional information was placed before the audit committee for approval:

S. No.	Particulars of the information	Information provided by the Management
A	Details of the related party and transactions with the related party	

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S. No.	Particulars of the information	Information provided by the Management																					
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3.0571 Crore</td> </tr> <tr> <td>Profit After Tax</td> <td>8.88 Crore</td> </tr> <tr> <td>Net worth</td> <td>(0.7053) Crores</td> </tr> </tbody> </table> <p>Explanations: The above information is given on standalone basis.</p>	Particulars	FY 2025-26 (INR)	Turnover	3.0571 Crore	Profit After Tax	8.88 Crore	Net worth	(0.7053) Crores													
Particulars	FY 2025-26 (INR)																						
Turnover	3.0571 Crore																						
Profit After Tax	8.88 Crore																						
Net worth	(0.7053) Crores																						
A(5)	Basic details of the proposed transaction																						
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed related party transactions comprise the provision of corporate guarantees, grant of loans (including renewals and extensions), Acquisition of Securities, and giving the premises on rental and providing management consultancy services during the financial year. The monetary limits have been determined based on the estimated business requirements of the Company and the related party.																					
2.	Details of each type of proposed transactions for FY 2026-27	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Category</th> <th>Amount (₹. in Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing management consultancy services</td> <td>2</td> </tr> <tr> <td>2.</td> <td>Corporate Guarantee(s)</td> <td>100</td> </tr> <tr> <td>3.</td> <td>Loans and Advances or Inter-Corporate Deposits</td> <td>50</td> </tr> <tr> <td>4.</td> <td>Giving the premises on rental</td> <td>0.0198</td> </tr> <tr> <td>5.</td> <td>Equity Investment</td> <td>50</td> </tr> <tr> <td></td> <td>Total</td> <td>202.0198</td> </tr> </tbody> </table>	S. No.	Category	Amount (₹. in Crores)	1.	Providing management consultancy services	2	2.	Corporate Guarantee(s)	100	3.	Loans and Advances or Inter-Corporate Deposits	50	4.	Giving the premises on rental	0.0198	5.	Equity Investment	50		Total	202.0198
S. No.	Category	Amount (₹. in Crores)																					
1.	Providing management consultancy services	2																					
2.	Corporate Guarantee(s)	100																					
3.	Loans and Advances or Inter-Corporate Deposits	50																					
4.	Giving the premises on rental	0.0198																					
5.	Equity Investment	50																					
	Total	202.0198																					
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27																					
4.	Whether omnibus approval is being sought?	Yes																					
5.	Value of the proposed transaction during a financial year.	Aggregate value of proposed transactions for FY 2026-27 is ₹. 202.0198 crores																					
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are undertaken at arm's length basis. The Company believes that entering into these transactions is in the best interest of the listed entity considering the commercial rationale, operational benefits, and arm's length nature of the transactions. The proposed RPTs will add to the Topline growth as well as profitability of the company.																					
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.																						
	a. Name of the director / KMP	Dr. Akshay Parmar & Dr. Anurag Shah																					

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S. No.	Particulars of the information	Information provided by the Management
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	2.5 % of paid-up share capital of UHPL held by Dr. Akshay M. Parmar & 2.5 % of paid-up share capital of UHPL held by Dr. Anurag Shah.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
B.	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.	
B(1).	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tendering process was undertaken for this arrangement. The client (subsidiary company) was selected based on commercial considerations. The Company will provide management consultancy services together with the right to use the Company's brand, and the engagement was entered into by way of Management consultancy service agreement.
2.	Basis of determination of price.	As per Agreement entered (for Management Consultancy Fees)
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2).	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.75% to 12.00%
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12.00%

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S. No.	Particulars of the information	Information provided by the Management
5.	Maturity / due date	60 Months
6.	Repayment schedule & terms	On Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Working Capital
C:	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B	
C(1):	Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.	
S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Available
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	None
		No
		No
		No
		No
		Nil
		Nil
		Nil
B(4).	Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.	
S. No.	Particulars of the information	Information provided by the management

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S. No.	Particulars of the information	Information provided by the Management
1.	(a)Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee /surety / indemnity / comfort letter has been provided to support the business operations and financial commitments to UHPL.
	(b)Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Yes - Guarantee Commission The recoverability is assessed at the time of approval, and the Company continuously monitors the financial position of the concerned entity to mitigate the risk of invocation and facilitate timely recovery, if required.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per the Bank Guarantee issued for ₹. 24 Crore No provision is required to be made in the books of account of the Company or any of its subsidiaries in respect of the proposed transaction.
C (3)	Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Available
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-26	Going Concern
	FY 2024-25	Going Concern
	FY 2023-24	NA

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S. No.	Particulars of the information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per the Bank Guarantee issued for ₹. 24 Crore No provision is required to be made in the books of account of the Company or any of its subsidiaries in respect of the proposed transaction.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed	None No No No No
	FY 2025-26	NIL
	FY 2024-25	NIL
	FY 2023-24	NIL
B(6).	Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	As the arrangement is an intra-group transaction, no competitive bidding process was considered necessary.
2	Basis of determination of price.	As per Lease Agreement
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	The premises owned by Unihealth Hospitals Limited have been leased to UHPL, its Subsidiary, to facilitate its business operations and ensure the efficient utilization of its assets.

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S. No.	Particulars of the information	Information provided by the Management
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not Applicable
	FY 20xx-20xx (INR)	FY 20xx-20xx (INR)
	FY 20xx-20xx (INR)	FY 20xx-20xx (INR)
	Turnover	NIL
	Net worth	
	Net Profit	
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	Not Applicable
	a. Expected impact on turnover	Not Applicable
	b. Expected impact on net worth	Not Applicable
	c. Expected impact on net profits	Not Applicable
C(5).	Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
S. No.	Particulars of the information	Information provided by the management
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	The premises owned by Unihealth Hospitals Limited have been leased to its Subsidiary, UHPL to facilitate its business operations and ensure the efficient utilization of its assets.
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not Applicable
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Not Applicable
B(3).	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	Not Applicable
	a. Nature of indebtedness	None
	b. Total cost of borrowing	None
	c. Tenure	None

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S. No.	Particulars of the information	Information provided by the Management
	d. Other details	None
3.	Purpose for which funds shall be utilized by the investee company.	The funds will be utilized by the UHPL to finance the acquisition hospital assets, meet associated transaction costs, and support the operational requirements, working capital, and ongoing business activities of the acquired businesses.
4.	Material terms of the proposed transaction	The proposed transaction relates to the subscription to and/or acquisition of equity shares of the related party. The investment shall be made up to the approved limit, in one or more tranches, at a price determined in accordance with applicable laws and valuation, where applicable, on mutually agreed commercial terms.
C(2).	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	
1.	Latest credit rating of the related party	Not Available
	Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained	Not Applicable

The Audit Committee of Board has reviewed the certificate provided by the Managing Director and Executive Director & CFO of the Company confirming that the terms of proposed Related Party Transactions are in the interest of the Company. The Audit Committee of the Board has accorded approval to the aforesaid Material Related Party Transactions.

Members may kindly note that, in accordance with the provisions of the SEBI Listing Regulations, all related parties as defined therein, irrespective of whether such related party is a party to the proposed transaction or not, shall not vote to approve the resolution set out at Item No. 8 of this Notice.

Dr. Akshay M. Parmar and Dr. Anurag Shah, being Promoters and Directors of both the Companies Unihealth Hospitals Limited and UMC Hospitals Private Limited, along with their respective relatives, may be deemed to be interested in the resolution set out under Item No. 8. Except as stated above, none of the other Directors and/or Key Managerial Personnel of the Company, nor any of their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution or in UMC Hospitals Private Limited.

Based on the consideration and approval of the Audit Committee, the Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 8 of this Notice for the approval of the shareholders.

Item No. 9

Background, details and benefits of the transaction

Victoria Hospitals Limited (“VHL”), a joint venture of the Company, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The Company proposes to enter into transactions with VHL to support the expansion of its healthcare operations. The proposed transactions, being related party transactions, include the provision of loans, the issuance of guarantees or provision of security in connection with loans, and the rendering of management consultancy services to VHL, on such terms

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and conditions as may be approved by the Board and in compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

The proposed transactions are intended to support the operational and business requirements of Victoria Hospital Limited, Uganda, the Company’s joint venture. These transactions will help strengthen the Company’s investment in the joint venture and are expected to create long-term value for the Company.

The management has placed before the Audit Committee all relevant details and material terms of the proposed transactions with VHL. After reviewing the necessary documents and assessing the commercial rationale, the Audit Committee has granted its approval, having noted that the transactions are being conducted in the ordinary course of business and on an arm’s length basis, and are in the best interest of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) along with details as required under the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) are set forth below:

The Following additional information was placed before the audit committee for approval :

S. No.	Particulars of the information	Information provided by the Management
A	Details of the related party and transactions with the related party	
A(1)	Basic details of the related party	
1	Name of the related party	Victoria Hospital Limited
2	Country of incorporation of the related party	Uganda
3	Nature of business of the related party	Hospital / Healthcare
A(2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	VHL is a Joint Venture of the Company. The Company holds 50% of paid-up equity share capital of VHL. VHL does not hold, directly or indirectly, any shareholding in the Company
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	UHL holds 50% Shares of VHL.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
A(3)	Details of previous transactions with the related party	

Annexure To The Notice

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	
	S. No.	Nature of Transactions
		FY 2025-26 (INR)
	1.	Interest Received
		₹. 1,90,02,233
	2.	Management Consultancy Fees
		₹. 2,03,32,054
	Transaction Between Unihealth Pharmaceuticals Private Limited and VHL	
	S. No.	Nature of Transactions
		FY 2025-26 (INR)
	1.	Purchase of Goods from UPPL
		3,01,25,523
	Transaction Between Unihealth Holding Limited and VHL	
	S. No.	Nature of Transactions
		FY 2025-26 (INR)
	1.	Loan given to VHL
		1,74,34,000
	2.	Interest Paid
		11,86,134
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
	S. No.	Nature of Transactions
		Till 30th June 2026 (INR)
	1.	Loan repaid by VHL
		₹.94,65,430
	Transaction Between UPPL and Victoria Hospital Limited	
	S. No.	Nature of Transactions
		Till 30th June 2026 (INR)
	1	Trading of Goods
		₹. 28,78,378
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A (4)	Amount of the proposed transactions	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹. crore including GST)	₹. 28.25 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	21.40 %

Annexure To The Notice

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	24.68%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <tr> <td>Particulars</td> <td>FY 2025-26 (INR)</td> </tr> <tr> <td>Turnover</td> <td>114.4771 Crores</td> </tr> <tr> <td>Profit After Tax</td> <td>43.6325 Crores</td> </tr> <tr> <td>Net worth</td> <td>120.7659 Crores</td> </tr> </table> <p>Explanations: The above information is given on standalone basis.</p>	Particulars	FY 2025-26 (INR)	Turnover	114.4771 Crores	Profit After Tax	43.6325 Crores	Net worth	120.7659 Crores
Particulars	FY 2025-26 (INR)									
Turnover	114.4771 Crores									
Profit After Tax	43.6325 Crores									
Net worth	120.7659 Crores									
A(5)	Basic details of the proposed transaction									
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	The proposed related party transactions comprise the provision of corporate guarantees, grant of loans (including renewals and extensions), and providing management consultancy services during the financial year. The monetary limits have been determined based on the estimated business requirements of the Company and the related party.								
2.	Details of each type of proposed transactions for FY2026-27									
	S. No.	Category								
		Amount (₹. in Crores)								
	1.	Providing management consultancy services								
		3.25								
	2.	Corporate Guarantee(s)								
		23								
	3.	Loans and Advances or Inter-Corporate Deposits								
		2								
		Total								
		28.25								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year.	Aggregate value of proposed transactions for FY 2026-27 is ₹. 28.25 crores.								
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are undertaken at arm's length basis. The Company believes that entering into these transactions is in the best interest of the listed entity considering the commercial rationale, operational benefits, and arm's length nature of the transactions. The proposed RPTs will add to the Topline growth as well as profitability of the company.								

Annexure To The Notice

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	
	a. Name of the director / KMP	Dr. Akshay Parmar is a Director in VHL & Dr. Anurag Shah is a Managing Director in VHL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
B.	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.	
B(1).	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tendering process was undertaken for this arrangement
2.	Basis of determination of price.	As per Agreement entered (for Management Consultancy Fees) 2.00% of gross revenue - if Gross revenue generated up to 2.00 billionUGX 40 million + 1.50% of gross revenue - if the gross revenue above 2.00 billion
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable
B(2).	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable

Annexure To The Notice

3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.75% to 12.00%
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10.00%
5.	Maturity / due date	60 Months
6.	Repayment schedule & terms	On Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Working Capital
C:	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B	
C(1):	Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.	
S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Available
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	None
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	NO
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil

Annexure To The Notice

B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee/surety/indemnity/comfort letter will be provided to support the business operations and financial commitments to VHL
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including:	Yes - Guarantee Commission
	(i) commission, if any to be received by the listed entity or its subsidiary;	The recoverability is assessed at the time of approval, and the Company continuously monitors the financial position of the concerned entity to mitigate the risk of invocation and facilitate timely recovery, if required.
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	The proposed amount is 23 Crore
	Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	No provision is required to be made in the books of account of the Company or any of its subsidiaries in respect of the proposed transaction.
C (3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Available
	Note:	
	a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	
	b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-26	Going Concern
	FY 2024-25	Going Concern
	FY 2023-24	Going Concern

Annexure To The Notice

3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	The proposed amount is 23 Crore
	Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	No provision is required to be made in the books of account of the Company or any of its subsidiaries in respect of the proposed transaction.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	None
	Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No
	FY 2025-26	NIL
	FY 2024-25	NIL
	FY 2023-24	NIL

The Audit Committee of Board has reviewed the certificate provided by the Managing Director and Executive Director & CFO confirming that the terms of proposed Related Party Transactions are in the interest of the Company. The Audit Committee of the Board has accorded approval to the aforesaid Material Related Party Transactions.

Members may kindly note that, in accordance with the provisions of the SEBI Listing Regulations, all related parties as defined therein, irrespective of whether such related party is a party to the proposed transaction or not, shall not vote to approve the resolution set out at Item No. 9 of this Notice.

Dr. Akshay M. Parmar and Dr. Anurag Shah, being Directors of Unihealth Hospitals Limited and Dr. Akshay M. Parmar, being the director & Dr. Anurag Shah, being the Managing Director of Victoria Hospitals Limited, along with their respective relatives, may be deemed to be interested in the resolution set out under Item No. 9. Except as stated above, none of the other Directors and/or Key Managerial Personnel of the Company, nor any of their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Based on the consideration and approval of the Audit Committee, the Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 9 of this Notice for the approval of the shareholders.

Annexure To The Notice

Item No. 10

Background, details and benefits of the transaction

Unihealth Tanzania Limited (“UTL”) is a subsidiary of the Company, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The Company proposes to enter into transactions with UTL to support the expansion of its healthcare operations. The proposed transactions, being related party transactions, include the provision of loans, the issuance of guarantees or the provision of security in connection with loans, and the rendering of management consultancy services to UTL, on such terms and conditions as may be approved by the Board and in compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

The proposed transaction is expected to facilitate the financial requirements of Unihealth Tanzania Limited in connection with its proposed acquisition of a hospital. The financial assistance to be extended by the Company, being the holding company, is intended to support the timely completion of the acquisition, strengthen the subsidiary’s operational capabilities, and contribute to its future business growth and expansion.

The management has placed before the Audit Committee all relevant details and material terms of the proposed transactions with UTL. After reviewing the necessary documents and assessing the commercial rationale, the Audit Committee has granted its approval, having noted that the transactions are being conducted in the ordinary course of business and on an arm’s length basis, and are in the best interest of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) along with details as required under the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) are set forth below:

The Following additional information was placed before the audit committee for approval:

S. No.	Particulars of the information	Information provided by the Management
A	Details of the related party and transactions with the related party	
A(1)	Basic details of the related party	
1	Name of the related party	Unihealth Tanzania Limited
2	Country of incorporation of the related party	Tanzania
3	Nature of business of the related party	Hospital / Healthcare
A(2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	UTL is a Subsidiary of the Company. The Company holds 80% of paid-up equity share capital of UTL. UTL does not hold, directly or indirectly, any shareholding in the Company
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	UHL holds 800 Shares of UTL.

Annexure To The Notice

	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/related party has control (as defined under SEBI Listing Regulations)	
A(3)	Details of previous transactions with the related party	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	
	S. No.	Nature of Transactions
	1.	Interest Received
		FY 2025-26 (INR)
		₹. 4,58,577
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
	S. No.	Nature of Transactions
		Till 30th June 2026 (INR)
		NIL
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A (4)	Amount of the proposed transactions	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹. crore including GST)	₹. 22 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.	16.67 %
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable

Annexure To The Notice

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NIL															
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>--</td> </tr> <tr> <td>Profit After Tax</td> <td>0.0714 Crores</td> </tr> <tr> <td>Net worth</td> <td>1.5214 Crores</td> </tr> </tbody> </table>	Particulars	FY 2025-26 (INR)	Turnover	--	Profit After Tax	0.0714 Crores	Net worth	1.5214 Crores							
Particulars	FY 2025-26 (INR)																
Turnover	--																
Profit After Tax	0.0714 Crores																
Net worth	1.5214 Crores																
A(5)	Basic details of the proposed transaction																
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed related party transactions comprise the provision of corporate guarantees, grant of loans (including renewals and extensions), and providing management consultancy services during the financial year. The monetary limits have been determined based on the estimated business requirements of the Company and the related party.															
2.	Details of each type of proposed transactions for FY 2026-27																
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Category</th> <th>Amount (₹. in Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing management consultancy services</td> <td>2</td> </tr> <tr> <td>2.</td> <td>Corporate Guarantee(s)</td> <td>17</td> </tr> <tr> <td>3.</td> <td>Loans and Advances or Inter-Corporate Deposits</td> <td>3</td> </tr> <tr> <td></td> <td>Total</td> <td>22</td> </tr> </tbody> </table>	S. No.	Category	Amount (₹. in Crores)	1.	Providing management consultancy services	2	2.	Corporate Guarantee(s)	17	3.	Loans and Advances or Inter-Corporate Deposits	3		Total	22	
S. No.	Category	Amount (₹. in Crores)															
1.	Providing management consultancy services	2															
2.	Corporate Guarantee(s)	17															
3.	Loans and Advances or Inter-Corporate Deposits	3															
	Total	22															
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY2026-27															
4.	Whether omnibus approval is being sought?	Yes															
5.	Value of the proposed transaction during a financial year.	Aggregate value of proposed transactions for FY 2026-27 is ₹. 22 crores.															
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are undertaken at arm's length basis. The Company believes that entering into these transactions is in the best interest of the listed entity considering the commercial rationale, operational benefits, and arm's length nature of the transactions. The proposed RPTs will add to the Topline growth as well as profitability of the company.															
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.																
	a. Name of the director / KMP	Dr. Akshay Parmar & Dr. Anurag Shah															

Annexure To The Notice

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Dr. Anurag Shah holds 50 Equity Shares and Dr. Akshay M. Parmar holds 50 Equity Shares in UTL.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
B.	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.	
B(1).	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tendering process was undertaken for this arrangement.
2.	Basis of determination of price.	The consideration shall be determined in accordance with the terms and conditions of the Agreement to be entered into between the parties for providing Management Consultancy Services.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2).	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.75% to 12.00%
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10.00%
5.	Maturity / due date	60 Months
6.	Repayment schedule & terms	On Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Working Capital

Annexure To The Notice

C:	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B	
C(1):	Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.	
S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Available
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	None
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil
B(4).	Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.	
S. No.	Particulars of the information	Information provided by the management
1.	(a)Rationale for giving guarantee, surety, indemnity or comfort letter (b)Whether it will create a legally binding obligation on listed entity?	The guarantee/surety/indemnity/comfort letter will be provided to support the business operations and financial commitments to UTL. Yes

Annexure To The Notice

2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Yes - Guarantee Commission The terms relating to recovery in the event of invocation of the guarantee shall be incorporated in the definitive agreement / documentation to be executed, if and when the guarantee is extended
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per the Bank Guarantee to be issued
C (3)	Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Available
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-26 FY 2024-25 FY 2023-24	Going Concern Going Concern Going Concern
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per the Bank Guarantee to be issued

Annexure To The Notice

Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Not Applicable

Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/related party has control (as defined under SEBI Listing Regulations).

A(3) Details of previous transactions with the related party								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Transaction Between Unihealth Hospital Limited and Unihealth Tanzania Limited							
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Interest received</td> <td>₹. 4,58,577</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-26 (INR)	1.	Interest received	₹. 4,58,577	
S. No.	Nature of Transactions	FY 2025-26 (INR)						
1.	Interest received	₹. 4,58,577						
	Transaction Between Unihealth Holdings Limited and Unihealth Tanzania Limited							
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>NIL</td> <td></td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-26 (INR)	1.	NIL		
S. No.	Nature of Transactions	FY 2025-26 (INR)						
1.	NIL							
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.							
	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Till 30th June 2026 (INR)</th> </tr> </thead> <tbody> <tr> <td></td> <td>NIL</td> <td>NIL</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Till 30th June 2026 (INR)		NIL	NIL	
S. No.	Nature of Transactions	Till 30th June 2026 (INR)						
	NIL	NIL						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						
A (4) Amount of the proposed transactions								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹. crore including GST)	₹. 20 Crores						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	15.15 %						
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable						

Annexure To The Notice

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NIL								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>--</td> </tr> <tr> <td>Profit After Tax</td> <td>(0.0714) Crore</td> </tr> <tr> <td>Net worth</td> <td>(1.5214) Crores</td> </tr> </tbody> </table>	Particulars	FY 2025-26 (INR)	Turnover	--	Profit After Tax	(0.0714) Crore	Net worth	(1.5214) Crores
Particulars	FY 2025-26 (INR)									
Turnover	--									
Profit After Tax	(0.0714) Crore									
Net worth	(1.5214) Crores									
Explanations: The above information is given on standalone basis.										

A(5) Basic details of the proposed transaction														
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	The proposed related party transactions comprise the provision of grant of loans (including renewals and extensions), and Equity Investment during the financial year. The monetary limits have been determined based on the estimated business requirements of the Company and the related party.												
2.	Details of each type of proposed transactions for FY 2026-27	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Category</th> <th>Amount (₹. in Crores)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Equity Investment</td> <td>12</td> </tr> <tr> <td>2.</td> <td>Loans and Advances</td> <td>8</td> </tr> <tr> <td></td> <td>Total</td> <td>20</td> </tr> </tbody> </table>	S. No.	Category	Amount (₹. in Crores)	1.	Equity Investment	12	2.	Loans and Advances	8		Total	20
S. No.	Category	Amount (₹. in Crores)												
1.	Equity Investment	12												
2.	Loans and Advances	8												
	Total	20												
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27												
4.	Whether omnibus approval is being sought?	Yes												
5.	Value of the proposed transaction during a financial year.	Aggregate value of proposed transactions for FY 2026-27 is ₹. 20 crores.												
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are undertaken at arm's length basis. The Company believes that entering into these transactions is in the best interest of the listed entity considering the commercial rationale, operational benefits, and arm's length nature of the transactions. The proposed RPTs will add to the Topline growth as well as profitability of the company.												
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.													
	a. Name of the director / KMP	Dr. Akshay Parmar & Dr. Anurag Shah												
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Dr. Anurag Shah holds 50 Equity Shares and Dr. Akshay M. Parmar holds 50 Equity Shares in UTL.												
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable												

Annexure To The Notice

9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
B.	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.	
B(2).	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction.	Internal Accrual
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8.75% to 12.00%
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10.00%
5.	Maturity / due date	60 Months
6.	Repayment schedule & terms	On Demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Working Capital
C:	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B	
C(1):	Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.	
S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Available

Annexure To The Notice

2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
	Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil
B(3).	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Internal Accruals
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	None
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	To expand its Business

Annexure To The Notice

4.	Material terms of the proposed transaction	The funds raised through such equity issuance shall be utilized by Unihealth Tanzania Limited for financing its proposed acquisition of a hospital. The investment shall be made at a price determined in accordance with applicable laws, and the detailed terms and conditions of the transaction, including the number of equity shares to be subscribed, issue price, payment terms and other customary provisions, shall be set out in the definitive transaction documents to be executed between the parties.
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C (2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Available
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Required
	FY 2025-26	NIL
	FY 2024-25	NIL
	FY 2023-24	NIL

The Audit Committee of Board has reviewed the certificate provided by the Managing Director and Executive Director & CFO confirming that the terms of proposed Related Party Transactions are in the interest of the Bank. The Audit Committee of the Board has accorded approval to the aforesaid Material Related Party Transactions.

Members may kindly note that, in accordance with the provisions of the SEBI Listing Regulations, all related parties as defined therein, irrespective of whether such related party is a party to the proposed transaction or not, shall not vote to approve the resolution set out at Item No. 11 of this Notice.

Dr. Akshay M. Parmar and Dr. Anurag Shah, being Directors in both Companies, along with their respective relatives, may be deemed to be interested in the resolution set out under Item No. 11. Except as stated above, none of the other Directors and/or Key Managerial Personnel of the Company, nor any of their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Based on the reconsideration and approval of the Audit Committee, the Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 11 of this Notice for the approval of the shareholders.

Item No. 12

Background, details and benefits of the transaction

Unihealth Pharmaceuticals Private Limited (“UPPL”) is a wholly owned Subsidiary and Unihealth (U) Limited, an associate company, are related party of the Company under the provisions of Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The proposed transactions are expected to facilitate the procurement and supply of goods in the ordinary course of business, ensure the timely availability of products, enhance operational efficiency, and support the uninterrupted conduct of business operations. The transactions are also expected to generate mutual commercial benefits through improved business synergies and revenue growth.

Annexure To The Notice

The management has placed before the Audit Committee all relevant details and material terms of the proposed transactions between UPPL and U(U)L. After reviewing the necessary documents and assessing the commercial rationale, the Audit Committee has granted its approval, having noted that the transactions are being conducted in the ordinary course of business and on an arm’s length basis, and are in the best interest of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) along with details as required under the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) are set forth below:

The Following additional information was placed before the audit committee for approval :

S. No.	Particulars of the information	Information provided by the Management
A	Details of the related party and transactions with the related party	
A(1)	Basic details of the related party	
1	Name of the related party	Unihealth Pharmaceuticals Private Limited (UPPL) and Unihealth (U) Limited (UUL)
2	Country of incorporation of the related party	UPPL is incorporated in India and U(U)L is incorporated in Uganda
3	Nature of business of the related party	UPPL is primarily engaged trading of Medical Equipment. UUL is engaged in Healthcare and Trading
A(2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	UPPL is a wholly owned Subsidiary of the Company. The Company holds 100% of paid-up equity share capital of UPPL. Unihealth (U) Limited is an associate Company of the Company. UPPL does not hold, directly or indirectly, any shareholding in the Company
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Unihealth Hospitals Limited holds 11,000 Equity Shares in UPPL. Unihealth Hospitals Limited holds 3,060 Shares in U(U)L.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/related party has control (as defined under SEBI Listing Regulations).	

Annexure To The Notice

A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Transaction Between UPPL & U(U)L	
	S. No.	Nature of Transactions
		FY 2025-26 (INR)
	1.	Sale of Goods
		4,57,80,235
	Transaction Between Unihealth Hospital Limited & Unihealth (U) Limited	
	S. No.	Nature of Transactions
		FY 2025-26 (INR)
	1.	Interest Received
		4,74,617
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. Transaction Between UPPL & U(U)L	
	S. No.	Nature of Transactions
		Till 30th June 2026 (INR)
		NIL
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A (4) Amount of the proposed transactions		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹. crore including GST)	₹. 15 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	11.36 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil

Annexure To The Notice

6.	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2025-26 (INR)
		Turnover	6.8033 Crores
		Profit After Tax	0.6171 Crores
		Net worth	1.2247 Crores
	Explanations: The above information is given on standalone basis.		
A(5) Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	The proposed related party transactions comprise the provision of Trading of Goods during the financial year. The monetary limits have been determined based on the estimated business requirements of the Company and the related party.	
2.	Details of each type of proposed transactions for FY2026-27		
	S. No.	Category	Amount (₹. in Crores)
	1.	Trading of Goods	15
		Total	15
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY2026-27	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year.	Aggregate value of proposed transactions for FY 2026-27 is ₹. 15 crores.	
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and are undertaken at arm's length basis. The Company believes that entering into these transactions is in the best interest of the listed entity considering the commercial rationale, operational benefits, and arm's length nature of the transactions. The proposed RPTs will add to the Topline growth as well as profitability of the company.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Dr. Akshay Parmar & Dr. Anurag Shah	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None	
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable	
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

Annexure To The Notice

B.	Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.	
B(1).	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2.	Basis of determination of price.	The price shall be determined on an arm's length basis, taking into account the prevailing market price of the goods, cost of procurement, applicable taxes, commercial terms and other relevant market factors prevailing at the time of each transaction.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

The Audit Committee of Board has reviewed the certificate provided by the Managing Director and Executive Director & CFO confirming that the terms of proposed Related Party Transactions are in the interest of the Bank. The Audit Committee of the Board has accorded approval to the aforesaid Material Related Party Transactions.

Members may kindly note that, in accordance with the provisions of the SEBI Listing Regulations, all related parties as defined therein, irrespective of whether such related party is a party to the proposed transaction or not, shall not vote to approve the resolution set out at Item No. 12 of this Notice.

Dr. Akshay M. Parmar and Dr. Anurag Shah, being the Directors of the Company in both Companies, along with their respective relatives, may be deemed to be interested in the resolution set out under Item No. 12. Except as stated above, none of the other Directors and/or Key Managerial Personnel of the Company, nor any of their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Based on the consideration and approval of the Audit Committee, the Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 12 of this Notice for the approval of the shareholders.

By order of the Board

Deshna Jain
Company Secretary
 Membership No. A79719

Registered Office:
 Unihealth Hospitals Limited
 (Formerly Unihealth Consultancy Limited)
 H-13 & H-14, Everest, 9th Floor,
 156 Tardeo Road, Mumbai-- 400034
 Maharashtra
 CIN: L85100MH2010PLC200491
 Tel. No. +91 (22)23544625
 Email ID: info@unihealthonline.com
 Website: <https://www.unihealthonline.com>

Place: Mumbai
 Date: July 03, 2026

Annexure To The Notice

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India with respect to general meetings-

Name of the Director	Dr. Akshay M. Parmar (DIN: 01533004)	Mr. Bachh Raj Nahar (DIN: 00049895)
Age	39 Years	75 years
Date of first Appointment	26/02/2010	14/11/2025
Qualification	M.B.B.S.	B.Com, CA
Brief resume including experience	With expertise in Finance & IT, manages the back-end operations, finances and IT initiatives of the Group, focusing on automation of various business processes in daily operations across Group companies.	Mr. Bachh Raj Nahar is an eminent Chartered Accountant and has served in diverse fields at senior positions in large corporate houses. He in his last assignment, served as the Managing Director of Birla Corporation Limited, the flagship Company of the MP Birla Group. He held senior positions in many large bodies' corporates for four decades. Business world magazine had identified him as the most valuable CEO among India's midsize Cement Companies at its issue dated November 29, 2010. He was an Executive President of Vikram Ispat, a unit of Grasim Industries Limited. He was also an Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India. He holds a Bachelor's Degree in Commerce from University of Rajasthan.
Skills, capabilities and Expertise/Experience in specific functional area	Dr. Akshay M. Parmar is a visionary leader and the driving force behind Unihealth Hospitals Limited, a leading healthcare organization. With over 16 years of extensive experience in the management and operations of the Company, he has played a pivotal role in driving its strategic growth and expansion across India. His strong leadership, deep industry expertise, and unwavering commitment to excellence have been instrumental in strengthening the Company's operational capabilities, enhancing its market presence, and advancing its mission of delivering accessible, high-quality, patient-centric healthcare services.	Mr. Bachh Raj Nahar brings over four decades of rich experience in corporate leadership, finance, strategic planning and business management. His expertise in financial oversight, corporate governance, risk management and operational excellence will provide valuable guidance to the Company. His extensive experience in leading large diversified organizations and driving sustainable business growth will support the Board in strategic decision-making, strengthening governance practices and creating long-term value for the Company and its stakeholders.
No. of board meetings attended during the year 2025-26	4	1

Annexure To The Notice

Directorships in other companies	1. UMC Hospitals Private Limited 2. Unihealth Pharmaceuticals Private Limited 3. Unihealth Foundation 4. Aryavarta Trading Private Limited 5. Aarzeal Technologies Private Limited 6. Biohealth Limited (Tanzania) 7. Unihealth (U) Limited (Uganda) 8. Unihealth Tanzania Limited (Tanzania) 9. UMC Global Health Limited (Nigeria) 10. Victoria Hospital Limited (Uganda) 11. UMC Healthcare (T) Limited (Tanzania) 12. Unity Forgings Private Limited 13. Unihealth Holdings Limited, Mauritius 14. Aryavarta Growth Partners LLP	1. Birla Cable Limited 2. August Agents Limited 3. Insilco Agents Limited 4. Laneseda Agents Limited 5. Mili Capital Management Private Limited 6. Mili Consultants & Investment Private Limited 7. BRN Commodities and Trading Company Private Limited 8. Nathoo Commodities Private Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	NA	a. Birla Cable Limited – NRC, CSR & SRC Committee b. August Agents Limited – Audit and NRC Committee c. Laneseda Agents Limited - Audit and NRC Committee d. Insilco Agents Limited - Audit and NRC Committee
No. of shares held in the Company	44,30,000 Equity Shares	0
Relationship between Directors inter-se and the KMPs	There is no relationship between Directors inter-se and the KMPs	There is no relationship between Directors inter-se and the KMPs
Listed entities from which the person has resigned in the past three years	NA	Universal Cables Limited and Vindhya Telelinks Limited w.e.f. 13.06.2025
Remuneration last drawn	₹ 10,00,000 /- per month	NA
Remuneration Proposed	Gross Remuneration ₹ 10,00,000/- per month including all other perquisites.	He is entitled for Sitting Fees only
Terms and conditions of appointment or re-appointment	As per the policy of the Company	Appointed as Non-Executive Independent Director for a term of five years w.e.f. November 14, 2025.

Board's Report

[Pursuant to Section 134(3) of the Companies Act, 2013]

To,
The Members,
Unihealth Hospitals Limited

The Directors have pleasure in presenting the Seventeenth Annual Report together with the Audited Financial Statements of the Company for the financial year ended on March 31, 2026.

FINANCIAL HIGHLIGHTS

The summary of financial performance of the Company for the year under review is given below:

Particulars	STANDALONE		CONSOLIDATED	
	Current Year ended March 31, 2026	Previous Year ended March 31, 2025	Current Year ended March 31, 2026	Previous Year ended March 31, 2025
1) Revenue from operations	653.96	356.10	13198.83	9907.06
2) Other Income	668.89	330.96	502.40	271.75
3) Total Revenue	1322.85	687.06	13701.23	10178.81
4) Less: Total Expenses	439.84	363.24	9071.82	7139.24
5) Profit/(Loss) before tax and Exceptional Item	883.01	323.82	4629.41	3039.57
6) Exceptional Item	-	-	-	-
7) Profit/ (Loss) Before Tax	883.01	323.82	4629.41	3039.57
8) Less: Provision for Taxation	-	-	-	-
a) Current Tax	232.84	85.70	274.79	311.84
b) Deferred Tax	0.16	4.38	(203.15)	9.83
c) Tax for earlier years	0.88	(1.18)	12.95	5.43
9) Profit/(Loss) after tax	649.13	234.92	4544.82	2712.47

STATE OF COMPANY'S AFFAIRS, OPERATING RESULTS AND PROFITS

Your Company achieved a total income of ₹ 1322.85 Lakhs during the current year as against ₹ 687.06 Lakhs in the corresponding previous financial year ended March 31, 2025. PBT for the year stood at ₹ 883.01 Lakhs compared to ₹ 323.82 Lakhs for the previous corresponding year. Net Profit for the year stood at 649.13 in the current financial year compared to ₹ 234.92 Lakhs in the previous year.

ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND AS)

The Board of Directors voluntarily adopted the Indian Accounting Standards (Ind AS), which are converged with the International Financial Reporting Standards (IFRS), during the financial year 2025-26. The adoption of Ind AS has enhanced the transparency, consistency, and comparability of the Company's financial statements and aligned its financial reporting framework with globally accepted accounting standards.

TRANSFER TO GENERAL RESERVES

During the financial year, the Company has not transferred any amount to General Reserves.

DIVIDEND

In order to conserve the resources, your directors do not recommend any dividend on the equity shares of the Company for the financial year 2025-2026.