UniHealth

Date: September 28, 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

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, we enclose the Postal Ballot Notice for seeking the approval of the Member(s) of the Company on the following resolutions:

S. No.	Description of Resolution	Type of Resolution
1.	Material Related Party Transaction(s) with UMC Hospitals Private Limited.	Ordinary
2.	Variation in Unutilised Proceeds of the Initial Public Offering ("IPO").	Special
3.	Migration of listing of the equity shares of the Company from the SME Platform of NSE Emerge to the Main Board of NSE and BSE.	Special

In compliance with the provisions of the Companies Act, 2013 ("Act") and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, and other circulars issued in this regard from time to time, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively, the "MCA Circulars"), read with the applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Bigshare Services Private Limited, the Company's

Registrar and Transfer Agent ("RTA"), as on **Friday, September 25, 2026 ("Cut-Off Date")**, and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants, or who register their e-mail address in accordance with the process outlined in the enclosed Notice. Accordingly, a physical copy of the Notice, along with the Postal Ballot Form and pre-paid business reply envelope, is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility to its Members. The remote e-voting period commences on **Tuesday, September 29, 2026 at 9:00 a.m. (IST) and ends on Wednesday, October 28, 2026 at 5:00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. Once a vote on a resolution is cast, the Member will not be able to change it subsequently. Please note that communication of assent or dissent of the Members shall take place only through the remote e-voting system. Only those Members whose names are recorded in the Register of Members of the Company, or in the Register of Beneficial Owners maintained by the Depositories, as on the Cut-Off Date, shall be entitled to cast their votes by remote e-voting.

Members who have not registered their e-mail address with the Company/Depositories, and who wish to receive the Notice, may register their e-mail address with their respective Depository Participant ("DP"). The process for registration of e-mail address is provided in the 'Notes' section to the Notice.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Unihealth Hospitals Limited
(Formerly Unihealth Consultancy Limited)

DESHNA JAIN

Digitally signed by DESHNA JAIN
Date: 2026.09.28 19:14:14 +05'30'

Deshna Jain
Company Secretary & Compliance Officer
ACS No. A79719

UNIHEALTH HOSPITALS LIMITED ★ MUMBAI

Encl: Postal Ballot Notice

UniHealth

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 **("Act")** (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 **("Rules")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India **("SS-2")**, each as amended, the Resolutions as set out in this Notice are proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only **("remote e-voting").**

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In terms of the requirements specified in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 and subsequent circulars issued in this regard the latest being Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs **("MCA Circulars")**, the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Notice along with the Postal Ballot form and a pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited **("NSDL")** for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at https://www.unihealthonline.com/

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of remote e-voting	Conclusion of remote e-voting
Tuesday, September 29, 2026 at 9.00 a.m. (IST)	Wednesday, October 28, 2026 at 5.00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. MATERIAL RELATED PARTY TRANSACTION(S) WITH UMC HOSPITALS PRIVATE LIMITED

To consider and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions 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 the rules made thereunder, 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 of the Company, the consent of the Members of the Company 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 or empowered by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or execute a related party transaction with UMC Hospitals Private Limited ("UHPL"), a subsidiary of the Company, being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for conversion of the outstanding loans payable by UHPL into 2,60,00,000 (Two Crore Sixty Lakh) equity shares of UHPL, at a face value of Rs. 10/- (Rupees Ten only) each, for an aggregate amount not exceeding Rs. 26.00 Crore (Rupees Twenty-Six Crore only), subject to applicable laws and such necessary approvals as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and finalise the terms and conditions of the aforesaid transaction, including the amount of outstanding advances to be converted, number and class of equity shares to be issued, issue/subscription price, manner and timing of conversion, and all other incidental and consequential matters, and to execute all such agreements, documents, instruments and writings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with or incidental to giving effect to this resolution, including obtaining such approvals, consents, permissions and sanctions from statutory, regulatory or other authorities as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s), officer(s) or authorised representative(s) of the Company, as it may deem appropriate, to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

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

2. VARIATION IN UNUTILISED PROCEEDS OF INITIAL PUBLIC OFFERING (THE 'IPO')

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions of the Companies Act, 2013, as amended (" Act"), read with Rule 7 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and other applicable provisions of the Act, Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the utilisation of proceeds raised by the Company through an initial public offering of equity shares (the 'IPO') made in pursuance of the Prospectus dated September 14, 2023 (the 'Prospectus') and reallocate the unutilized proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and take the necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient 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 and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions."

3. MIGRATION OF THE LISTING/TRADING OF THE COMPANY'S EQUITY SHARES FROM THE SME PLATFORM OF NSE (NSE EMERGE) TO THE MAIN BOARD OF NSE AND BSE LIMITED

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Regulation 277 and other applicable provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), 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 and the rules made thereunder, and the applicable circulars, guidelines and eligibility criteria issued by the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for migration from the SME platform to the Main Board (including any statutory modification, amendment or re-enactment thereof for the time being in force), and subject to the approvals, consents, permissions and sanctions of NSE, BSE, SEBI and any other regulatory or statutory authority as may be required, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, the consent of the members of the Company be and is hereby accorded for the migration of the equity shares of the Company from the SME Platform of NSE (NSE Emerge) to the Main Board of NSE and BSE, for the listing and trading of the Company's equity shares on the Main Board of NSE and BSE, in accordance with the applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) be and are hereby authorised to deal with any government or semi-government authorities or any other concerned intermediaries, including but not limited to NSE, BSE, SEBI and the Registrar of Companies, and to apply, modify, reply to, rectify and submit any application(s) and/or related documents on behalf of the Company, for the purpose of migration of the Company's present listing of equity shares from NSE Emerge (SME Platform of NSE) to the Main Board of NSE and BSE.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings, as may be required, and to file all such applications and papers/documents in relation to the above, and to fulfil all such legal formalities in this connection, and to constitute any committee, if it thinks fit, and to delegate all or any of the powers herein conferred to any such Committee of Directors or to any Director/Officer of the Company, and to appoint any attorney(s)/authorised representative(s) to represent the Company before the concerned authorities, and to further delegate such powers to such person(s)/representative(s), as it may deem fit, to give effect to this resolution."

By order of the Board

DESHNA JAIN Digitally signed by DESHNA JAIN Date: 2026.09.28 19:14:46 +05'30'

UNIHEALTH HOSPITALS LIMITED MUMBAI

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: cs@unihealthonline.com
Website: www.unihealthonline.com

Place: Mumbai
Date: September 25, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts and the rationale for the proposed resolutions, is annexed hereto and forms an integral part of this Postal Ballot Notice.

2. In compliance with the MCA circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date of Friday, September 25, 2026 and whose e-mail addresses are registered with the Company/RTA/Depositories. For members who have not registered their email ids, please follow instructions forming part of this Notice.

3. Members may note that the Postal Ballot Notice shall also be available on the website of the Company at https://www.unihealthonline.com/, websites of the Stock Exchange i.e. National Stock Exchange of India Limited **("NSE")** at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration), Rules, 2014 as amended, and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SS-2 and MCA Circulars, the Company is pleased to provide its Members facility to exercise their right to vote on the proposed Resolution electronically. The Member may cast their votes using electronic voting system from any place (viz. remote e-voting). The Company has engaged the services of National Securities Depository Limited ('NSDL') as agency to provide e-voting facility to the Members.

5. 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 Friday, September 25, 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 e-voting facility.

6. The remote e-voting commences on Tuesday, September 29, 2026 at 9.00 a.m. (IST) and ends on Wednesday, October 28, 2026 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Friday, September 25, 2026 (cut-off date) may cast their vote electronically.

Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the Remote E-voting process not later than 5:00 p.m. (IST) on Wednesday, October 28, 2026 at 5.00 p.m. to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

7. The vote in this Postal Ballot cannot be cast/exercised through proxy.

8. The documents referred to in the Notice and this Explanatory Statement are open for inspection by the Members during office hours up to the last day of remote e-voting. Members seeking such inspection may send their requests to cs@unihealthonline.com from their registered email addresses, mentioning their name, folio number, DP ID and Client ID, during the period from Wednesday, September 29, 2026 at 9.00 a.m. (IST) to Wednesday, October 28, 2026 at 5.00 p.m. (IST).

9. The Board of Directors has appointed 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, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

10. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.

11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.unihealthonline.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. Wednesday, October 28, 2026 and as if they had been passed at a general meeting of the Members.

VOTING THROUGH ELECTRONIC MEANS:

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.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e -Voting period. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by

	company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.

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

	1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which

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you are holding shares and whose voting cycle. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly 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.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (cs@unihealthonline.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID +CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (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 for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 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.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1 - MATERIAL RELATED PARTY TRANSACTION(S) WITH UMC HOSPITALS PRIVATE LIMITED

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), material related party transactions require the prior approval of the Members of the Company by way of an ordinary resolution.

A related party transaction shall be considered material where the transaction(s), either individually or taken together with previous transactions during a financial year, exceed the threshold prescribed under Regulation 23(1) of the SEBI Listing Regulations. Accordingly, based on the consolidated turnover of the Company for the immediately preceding financial year, the materiality threshold applicable to the Company under Regulation 23(1) of the SEBI Listing Regulations is Rs.13.20 crore.

For the purposes of Regulation 23 of the SEBI Listing Regulations, the materiality threshold applies irrespective of whether the transactions are undertaken in the ordinary course of business and/or on 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 a listed entity or any of its subsidiaries, on the one hand, and a related party of the listed entity or any of its subsidiaries, on the other hand, as well as certain transactions with other persons or entities where the purpose and effect is to benefit a related party, irrespective of whether any price is charged. The term "transaction" includes a single transaction or a group of transactions forming part of a contract.

Further, SEBI, vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/135 dated October 13, 2025, as applicable, has prescribed the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), effective from September 1, 2025. The RPT Industry Standards prescribe the minimum information to be provided to the Audit Committee and the Members in respect of proposed RPTs and material modifications thereto.

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Accordingly, Resolution No. 1 is being placed before the Members for their approval, together with the requisite details of the proposed RPTs with UMC Hospitals Private Limited ("UHPL"), as set out below.

Background, details and benefits of the transaction

UMC Hospitals Private Limited ("UHPL") is a subsidiary of Unihealth Hospitals Limited ("Company") and, accordingly, is a related party of the Company under Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As on date, the Company holds 80% of the equity share capital of UHPL.

UHPL is engaged in developing and operating hospitals and healthcare facilities and has commissioned hospitals at Navi Mumbai and Nashik, while evaluating further expansion, including a proposed hospital project at Pune. In order to support its ongoing operations and expansion plans, UHPL has availed financial assistance from the Company, including an unsecured loan of approximately Rs. 28 crore carrying interest at 12% per annum, in addition to external borrowings.

With a view to strengthening the capital base of UHPL, reducing its debt burden and improving its financial flexibility for its ongoing and proposed projects, UHPL proposes to issue equity shares on a preferential basis to the Company. The Company proposes to subscribe to the said preferential issue for an amount not exceeding Rs. 26 crore, with the subscription consideration being discharged by way of adjustment/conversion of an equivalent amount of the outstanding loan payable by UHPL to the Company, ("Proposed Transaction").

Upon completion of the Proposed Transaction, the outstanding loan payable by UHPL to the Company is expected to reduce from approximately Rs. 28 crore to approximately Rs. 2.00 crore and the equity capital of UHPL will correspondingly increase. The Proposed Transaction will thereby strengthen UHPL's net worth, reduce its interest burden and improve its debt-equity position, enabling it to deploy its cash flows towards operations, working capital and expansion and facilitating its ability to raise additional funds, as may be required, for its proposed projects.

From the Company's perspective, the Proposed Transaction converts a portion of its existing loan exposure into additional equity investment in its subsidiary without any fresh cash outflow. It aligns the Company's financial exposure with its long-term objective of developing and expanding its healthcare business through UHPL and enables the Company, as the majority/promoter shareholder, to participate in the future growth and value creation of UHPL. The transaction is also expected to reduce the Company's exposure to repayment and interest-servicing obligations associated with the corresponding portion of the inter-company loan.

The issue price and the number of equity shares to be allotted pursuant to the preferential issue shall be determined based on the valuation of UHPL as set out in the valuation report obtained from an independent Registered Valuer, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws. The proposed transaction shall be subject to such statutory, regulatory and other approvals as may be required.

The Audit Committee has considered the nature, terms, value, purpose and commercial rationale of the Proposed Transaction and has approved and recommended the same to the Board. The Board, after considering the recommendation of the Audit Committee, is of the opinion that the Proposed Transaction is commercially justified and in the best interests of the Company and its Members.

The Proposed Transaction constitutes a material related party transaction under Regulation 23 of the SEBI Listing Regulations and the Company's Policy on Related Party Transactions, as the proposed transaction value of Rs. 26 crore exceeds the Company's materiality threshold of Rs. 13.20 crore. Therefore, prior approval of the Members is being sought by way of Postal Ballot.

The details of the Proposed Transaction, as required under Regulation 23(4) of the SEBI Listing Regulations read with the applicable SEBI Master Circular and 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 out below.

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	UMC Hospitals Private Limited
2	Country of incorporation of the related party	India
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:	UHPL is a Subsidiary of the Company. The Company holds 80% of paid-up equity share capital of UHPL.
	Shareholding of the listed entity/	UHL holds 76,00,000 Equity Shares of

	subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Rs. 10/- each of UHPL (80% of the paid-up equity share capital).
	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). *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).*	Not Applicable
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 UHL & UHPL

S. No.	Nature of Transactions	FY 2025-26 (INR)
1.	Loan Given	10,70,00,000
2.	Guarantee Commission Income	20,13,919
3.	Interest Received	76,77,238
4.	Management consultancy fees	2,82,484
5.	Rent	1,96,500

Transaction between UHPL & Unihealth Pharmaceuticals Private Limited

S. No.	Nature of Transactions	FY 2025-26 (INR)
1.	Purchase of Goods	7,31,214

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.

UniHealth

<table>
<tr><td>2.</td><td colspan="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 UHL & UHPL
<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Till 30th June 2026 (INR)</th></tr><tr><td>1.</td><td>Loan Given</td><td>6,60,30,000</td></tr><tr><td>2.</td><td>Interest Received</td><td>28,38,228</td></tr><tr><td>3.</td><td>Rent</td><td>49,500</td></tr></table>
Transaction between UHPL & Unihealth Pharmaceuticals Private Limited
<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Till 30th June 2026 (INR)</th></tr><tr><td>1.</td><td>Purchase of Goods</td><td>2,51,992</td></tr></table></td></tr>
<tr><td>3.</td><td>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.</td><td>No</td></tr>
<tr><td>A (4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs. crore including GST)</td><td>Rs. 26 Crores</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>19.47%</td></tr>
<tr><td>4</td><td>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).</td><td>Not Applicable</td></tr>
</table>

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.	840.67%
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2025-26 (INR)</th></tr><tr><td>Turnover</td><td>3.0571 Crores</td></tr><tr><td>Profit After Tax</td><td>(8.88) Crores</td></tr><tr><td>Net worth</td><td>(0.7053) Crores</td></tr></table> **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 transaction involves the conversion of outstanding loans/advances provided by the Company to UMC Hospitals Private Limited ("UHPL") into equity shares of UHPL, by way of adjustment/set-off of the outstanding loan amount against the subscription consideration payable for such equity shares.
2.	**Details of each type of proposed transactions for FY 2026-27** - Conversion of outstanding loans of Rs. 26 Crores provided by the Company to UMC Hospitals Private Limited ("UHPL") into equity shares of UHPL.	
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?	Not Applicable
5.	Value of the proposed transaction during a financial year.	Aggregate value of proposed transactions for the FY 2026-27 is Rs. 26 Crores
6.	Justification as to why the RPT is in the interest of the listed entity	The proposed related party transaction involves conversion of the outstanding loans given by the Company to UHPL into equity shares of UHPL. The conversion is proposed to strengthen UHPL's capital

		base, reduce its debt and interest burden, and improve its financial position to support its ongoing operations and expansion plans. For the Company, the transaction will convert a portion of its existing loan exposure into equity investment in its subsidiary without any fresh cash outflow and is aligned with the Company's long-term objective of supporting the growth and expansion of its healthcare business. Accordingly, the proposed transaction is considered commercially justified and in the best interests of the Company and its Members.
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 M. Parmar & Dr. Anurag Shah
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	Dr. Akshay M. Parmar and Dr. Anurag Shah each hold 2.5% of the paid-up equity share capital of UHPL.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	The outstanding loan amount of Rs. 26 Crores proposed to be converted into 2,60,00,000 (Two Crore Sixty Lakh) equity shares of UHPL shall be converted at a price of Rs. 10/- per equity share, as determined on the basis of the valuation of UHPL carried out by Mr. Bhavesh Mansukhbhai Rathod, Chartered Accountant and Registered Valuer (IBBI RegistrationNo. IBBI/RV/06/2019/ 10708), in accordance with the applicable provisions of law.
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(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.*	This is a non-cash, book-entry transaction. No fresh cash outflow is required from the Company to effect the conversion, preserving the Company's own liquidity for its standalone operations and other commitments.
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
	d. Other details	None
3.	Purpose for which funds shall be utilized by the investee company.	The amount converted into equity shares of UHPL shall be utilised by UHPL for its ongoing business operations, working capital requirements, development and expansion of its hospital and healthcare facilities, including proposed projects, and other general corporate purposes. The conversion will strengthen the capital base of UHPL and enable it to deploy its financial resources towards its planned growth and expansion in the healthcare sector.
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 by way of adjustment/conversion of an equivalent

		amount of the outstanding loan payable by UHPL to the Company. .
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(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 *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 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. 1 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. 1. 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. 1 of this Notice for the approval of the shareholders.

ITEM NO. 2 - VARIATION IN UNUTILISED PROCEEDS OF INITIAL PUBLIC OFFERING (THE 'IPO')

The Company, vide its Prospectus dated September 14, 2023 ("Prospectus"), raised an amount of Rs. 5,654.88 lakhs through its Initial Public Offer ("IPO"), out of which the net IPO proceeds amounted to Rs. 4,840.58 lakhs ("IPO Proceeds"). The Equity Shares of the Company were listed on the SME Segment of the National Stock Exchange of India Limited ("NSE") on September 21, 2023.

As disclosed in the Prospectus, an amount of approximately Rs. 4.60 crore out of the IPO Proceeds was earmarked for investment in the Company's subsidiary company, UMC Global Health Limited ("UMCGHL"), Nigeria, towards funding the capital expenditure requirements for the proposed expansion of UMC Zhahir Hospital, an 80-bedded tertiary care hospital operated by UMCGHL in Kano, Nigeria.

Since 2024, the operating environment in Nigeria has witnessed significant depreciation of the Nigerian Naira (NGN), increased dependence on diesel and petrol generators due to the deterioration in the availability of grid electricity, and the withdrawal of fuel subsidies by the Government of Nigeria. These factors have materially increased operating costs and adversely affected the financial performance and expansion prospects of the Company's Nigerian operations.

In view of these developments, the Company undertook a comprehensive review of its operating strategy in Nigeria and decided to discontinue its direct hospital operations at UMC Zhahir Hospital, Nigeria. Going forward, the Company intends to pursue an asset-light and capital-efficient strategy in Nigeria, primarily through medical value travel and outpatient department ("OPD") and medical/surgical camps conducted in collaboration with partner hospitals, rather than through direct ownership and operation of hospital infrastructure.

Consequently, approximately Rs. 169.70 Lakhs of the IPO Proceeds originally earmarked for investment in UMCGHL remains unutilised as on date. In view of the revised business strategy and the Company's assessment that no further capital investment in UMCGHL is presently required for pursuing its proposed medical value travel and OPD and medical/surgical camp initiatives in Nigeria, the Company proposes to utilise the said unutilised amount for alternative purposes, as may be approved by the Members, in accordance with applicable provisions of law.

Concurrently, the Company, through its subsidiary UMC Hospitals Private Limited ("UMCHPL"), is undertaking a rapid expansion of its hospital network in India. This expansion will require significant capital investment by UMCHPL over the coming quarters, including towards medical equipment, licensing, commissioning, and working capital. The aforesaid unutilised IPO proceeds will therefore be utilised by way of an investment in UMCHPL.

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The relevant and material information as per the Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:

1] **The original purpose or object of the Issue as detailed in the Prospectus and Schedule of implementation, requirement of funds and proposed utilization of net proceeds is as under:**

(Amounts in INR lakhs)

Particulars	**Total estimated cost**	**Amount to be funded from the Net Proceeds**	**Estimated utilization of Net Proceeds in FY 2024**	**Estimated utilization of Net Proceeds in FY 2025**
Investment in Victoria Hospital Limited (VHL), Kampala, Uganda, at the time of IPO joint venture, now subsidiary, for funding its capital expenditure requirements for proposed expansion and working capital requirements of VHL	1700.00	1700.00	1300.00	400.00
Investment in , UMC Global Health Limited, Nigeria (UMCGHL) at the time of IPO joint venture, now subsidiary for funding its capital expenditure requirements for proposed expansion	460.00	460.00	460.00	-
Investment in Biohealth Limited (BL), Tanzania, subsidiary, for funding its capital expenditure requirements for proposed expansion	1587.50	1587.50	1587.50	-
General corporate purposes	1093.08	1093.08	1093.08	-

2] <u>Total money raised</u>: The Company vide its Prospectus dated September 14, 2023 **("Prospectus")** had raised Rs. 5654.88 lakhs from the initial public offer of its equity shares (the 'IPO'). The net proceeds from the IPO were Rs. 4840.58 lakhs.

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3] Utilisation of proceeds of the IPO

(Amounts in INR lakhs)

Actual Utilization of the proceeds till date of Notice						
Object as stated in the Prospectus	**Amount to be funded from the Net Proceeds**	**Total Amount Utilized**	**Amount yet to be utilised**	**% of achievements as per prospectus**	**% of unutilized amount as per prospectus**	**Variance, if any**
Investment in, Victoria Hospital Limited (VHL), Kampala, Uganda, at the time of IPO joint venture, now subsidiary, for funding its capital expenditure requirements for proposed expansion and working capital requirements of VHL	1700.00	1700.00	Nil	100	-	Nil
Investment in subsidiary , UMC Global Health Limited (UMCGHL), Nigeria at the time of IPO joint venture, now	460.00	290.30	169.70	63.11	36.89	As of September 17, 2026, Rs. 169.70 lakhs of the IPO Proceeds originally earmarked for

subsidiary, for funding its capital expenditure requirements for proposed expansion						investment in UMCGHL remain unutilized
Investment in subsidiary, Biohealth Limited (BL), Tanzania for funding its capital expenditure requirements for proposed expansion	1587.50	1587.50	Nil	-	-	* Please refer to the note provided below the table for further details
General corporate purposes	1093.08	1093.08	Nil	100		Nil

* The Members of the Company, by way of a Special Resolution passed through Postal Ballot on June 26, 2024, approved the variation in the utilisation of the IPO Proceeds, including allocation of the funds towards investment in UMC Hospitals Private Limited ("UHPL"), a subsidiary of the Company in India, and Unihealth Holdings Limited, a wholly owned subsidiary of the Company incorporated in Mauritius.

4] Proposed variation:

The Company proposes to reallocate the unutilised IPO Proceeds of approximately Rs. 169.70 Lakhs, originally earmarked for investment in UMC Global Health Limited ("UMCGHL"), Nigeria, towards investment in UMC Hospitals Private Limited ("UHPL"), a subsidiary of the Company in India, for part-financing the capital expenditure requirements of its hospital expansion plans.

5] Reasons and Justification for proposed variation:

The proposed variation is necessitated by the Company's revised strategy in Nigeria, considering the prevailing macroeconomic and operating challenges, including currency depreciation, increased operating costs and higher infrastructure-related expenses. As the Company has decided to pursue an asset-light model in Nigeria, no further significant capital investment in UMC Global Health Limited is presently envisaged, resulting in approximately Rs. 169.70 Lakhs of IPO Proceeds remaining unutilised.

The Company proposes to reallocate the said unutilised amount towards investment in UMC Hospitals Private Limited, India, which is presently expanding its hospital network and has an immediate requirement for capital towards its ongoing and proposed hospital projects. The proposed variation will enable timely deployment of the IPO Proceeds towards the Company's core domestic growth strategy, reduce exposure to the risks associated with the Nigerian operations and support the expansion of the Company's healthcare network in India.

The proposed variation does not increase the aggregate amount of the IPO Proceeds and continues to serve the overall objective of funding the Company's hospital network expansion. The Board is therefore of the view that the proposed variation represents prudent utilisation of the unutilised IPO Proceeds and is in the best interests of the Company and its Members.

6] The proposed time limit within which the proposed varied objects would be achieved:

The proposed varied object is expected to be achieved within 12 months from the date of approval of the Members, subject to the progress and requirements of the ongoing and proposed hospital expansion projects of UMC Hospitals Private Limited. The unutilised IPO Proceeds of approximately Rs. 169.70 Lakhs shall be deployed towards the capital expenditure requirements of the India hospital network within the aforesaid period.

7] The estimated financial impact of the proposed alteration on the earnings and cash flow of the company:

The proposed variation is not expected to have any material adverse impact on the earnings or cash flows of the Company, as it involves only the reallocation of approximately Rs. 169.70 Lakhs of the unutilised IPO Proceeds and does not involve any additional fund raising or fresh cash outflow by the Company. The proposed deployment towards UMC Hospitals Private Limited is expected to support the expansion of the Company's domestic hospital network and may contribute to the Company's future consolidated revenues and profitability. The actual financial impact will depend on the performance and progress of the underlying projects.

8] The risk factors pertaining to the new objects:

The proposed reallocation of the unutilised IPO Proceeds to UMC Hospitals Private Limited ("UHPL") for the expansion of its healthcare facilities in India is subject to various regulatory, operational, financial and market-related risks. These may include delays in obtaining requisite approvals and licences, construction or commissioning delays, cost overruns, availability and retention of qualified medical and other personnel, competition, increase in operating costs, and slower-than-anticipated patient volumes and occupancy levels.

The proposed expansion may also require additional funding beyond the reallocated IPO Proceeds, and the anticipated financial or operational benefits may not be realised within the expected timelines. Any adverse developments in the operations, financial position or regulatory environment of UHPL may adversely affect the value of the Company's investment and its consolidated financial performance.

Accordingly, there can be no assurance that the proposed reallocation and investment will generate the anticipated financial or operational benefits within the estimated timelines. The Company proposes to mitigate the identified risks through prudent financial planning, effective project monitoring and appropriate operational oversight.

The necessary compliances of Section 27 of the Companies Act, 2013 and regulation 59 of the SEBI ((Issue of Capital and Disclosure Requirements) Regulations, 2018, would be carried out as applicable.

The Board recommends the passing of Special resolution as set out under Item No. 2 for approval of the members.

Dr. Akshay M. Parmar and Dr. Anurag R. Shah**,** Directors of the Company, may be deemed to be concerned or interested, directly or indirectly, in the proposed resolution by virtue of their interest in the Company and/or its subsidiaries, as applicable.

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

ITEM NO. 3 - MIGRATION OF THE LISTING/TRADING OF THE COMPANY'S EQUITY SHARES FROM THE SME PLATFORM OF NSE (NSE EMERGE) TO THE MAIN BOARD OF NSE AND BSE LIMITED

The Equity Shares of the Company have been listed and traded on the SME Platform of National Stock Exchange of India Limited ("**NSE Emerge**") since September 21, 2023. As on September 17, 2026, the Company commands a market capitalisation in excess of Rs. 1,061.40 Crores.

The paid-up Equity Share Capital of the Company presently stands at Rs. 17,14,99,520/-, comprising 1,71,49,952 Equity Shares of face value Rs. 10/- each. This includes 12,50,000 Equity Shares allotted pursuant to the Share Swap Arrangement on September 7, 2026, which are yet to be listed on NSE Emerge. Separately, of the 7,00,000 Convertible Warrants allotted to the Promoters of the Company on May 2, 2025, 2,00,000 Warrants remain outstanding and are required to be converted into 2,00,000 Equity Shares within 18 months of the date of allotment; the Equity Shares arising on such conversion will likewise be listed on NSE Emerge. Taking into account these pending conversion, the aggregate number of Equity Shares proposed to be migrated from NSE Emerge to the Main Board of NSE and BSE would be 1,73,49,952 Equity Shares.

The Company completes three years of listing on September 21, 2026, thereby becoming eligible to migrate its Equity Shares to the Main Board of National Stock Exchange of India Limited ("**NSE**") and to list them on the Main Board of BSE Limited ("**BSE**"), subject to fulfilment of the eligibility criteria, conditions and other requirements prescribed by NSE, BSE, the Securities and Exchange Board of India ("**SEBI**") and other regulatory authorities.

In the view of the Board of Directors, migration to the Main Board will enhance the Company's standing among investors, customers, suppliers, lenders and other stakeholders, while fostering improved price discovery, stronger corporate governance and wider investor participation — factors that are expected to support long-term value creation for shareholders. Accordingly, the Board of Directors, at its meeting held on September 17, 2026, approved the migration of the Company's Equity Shares from NSE Emerge to the Main Board of NSE, together with their listing on the Main Board of BSE.

In terms of Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Special Resolution shall be acted upon only if the votes cast by shareholders other than Promoters in favour of the proposal are at least two times the votes cast by shareholders other than Promoters against it.

The Board is of the considered view that migration of the Equity Shares to the Main Board of NSE and their listing on the Main Board of BSE would serve the interests of all shareholders, including public shareholders. The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members by way of Postal Ballot through remote e-voting.

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

By order of the Board

DESHNA JAIN

Digitally signed by DESHNA JAIN
Date: 2026.09.28 19:15:26 +05'30'

Deshna Jain
Company Secretary
Membership No. A79719

Registered Office:
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(Formerly Unihealth Consultancy Limited)
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Website: https://www.unihealthonline.com

Place: Mumbai
Date: September 25, 2026