

July 15, 2024

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

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

Subject: Notice of the 22nd AGM of the Company for the Financial Year 2023-24.

Dear Sir/ Madam,

Pursuant to provision of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 22nd Annual General Meeting of the Company will be held on Friday, August 09, 2024 at 11:00 A.M. IST through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”). Please find enclosed the copy of the Notice of 22nd AGM for the Financial Year 2023-24 of the Company.

The Notice of the 22nd AGM is also being uploaded on the website of the Company at www.jupiterhospital.com.

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

For JUPITER LIFE LINE HOSPITALS LIMITED,

Suma Upparatti
Company Secretary & Compliance Officer

Encl.: As above



Jupiter Life Line Hospitals Limited

CIN: U85100MH2002PLC137908

Registered Office: 1004, 10th floor, '360 Degree Business Park', LBS Marg, Mulund (W), Mumbai - 400 080

Corporate Office: Jupiter Hospital Eastern Express Highway Thane West – 400601

Website : www.jupiterhospital.com Email: investor.relations@jupiterhospital.com Tel.: + 91 0226297 5623

NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Second 22nd Annual General Meeting (“AGM”) of the Members of Jupiter Life Line Hospitals Limited (“Company” / “the Company”) will be held on Friday, 9th August, 2024 at 11.00 A.M. IST through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”) to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. **the Audited Standalone financial statements of the Company for the financial year ended 31st March, 2024, including 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 31st March, 2024, including with Auditors report thereon.**

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

- a) **“RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the Audited Balance sheet and statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended 31st March, 2024 along with notes thereon, and the Auditors Report and Report of the Board of Directors thereon along with all annexures, be and is hereby received, considered and adopted.”
- b) **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including the Audited Balance sheet and statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended 31st March, 2024 along with notes thereon, and the Auditors Report along with all annexures, be and is hereby received, considered and adopted.”

2. To declare a final dividend of ₹ 1/- per Equity shares for the financial year ended 31st March, 2024.

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

“RESOLVED THAT a final dividend at the rate ₹ 1/- (Rupees one only) per equity share of ₹ 10/- (Rupees ten only) each fully paid-up of the Company, as recommended by the Board of Directors for the financial year ended 31st March, 2024 be and is hereby declared and paid to those members whose name stand on the Registered of Members and Registered of Beneficial Owners of the Company on Friday, 2nd August, 2024.”

3. To appoint a Director in place of Dr. Bhaskar Shah (DIN: - 00007817), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT Dr. Bhaskar Shah (DIN: 00007817) who retires by rotation at this Annual General Meeting pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 be and is hereby reappointed as a Director of the Company.”

4. To appoint a Director in place of Mr. Vadapatra Raghavan (DIN: - 00008182), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT Mr. Vadapatra Raghavan (DIN: 00008182) who retires by rotation at this Annual General Meeting pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 be and is hereby reappointed as a Director of the Company.”

SPECIAL BUSINESS:

5. Re-appointment and remuneration to Dr. Ajay Thakker (DIN: 00120887) as Managing Director for further period of 5 years from 1st October, 2024.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the consent of Board of Directors be and is hereby accorded to re-appoint Dr. Ajay Thakker as Managing Director of the Company for further period of five years effective from 1st October, 2024 till 30th September, 2029 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 188, 196, 197, 198, 200 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, the Audit Committee and consent of the Board of Directors be and is hereby accorded for fixing remuneration upto 5% of Net profit or ₹ 75 Lakhs per month whichever is higher for period of five years effective from 1st October, 2024 to 30th September, 2029 payable to Dr. Ajay Thakker (DIN-00120887), Managing Director of the Company, with authority vested with Nomination and Remuneration Committee of the Board and in absence of the NRC, the Board of Directors to determine his remuneration on yearly basis.

RESOLVED FURTHER THAT subject to the limit of 5%, in addition to the aforesaid remuneration he shall be entitled to reimbursement of mobile/telephone facility, traveling, boarding and lodging expenses, membership of club(s), seminar expenses, expenses incurred on business meeting(s) /business promotion and other amenities as may be incurred by him from time to time, in connection with the Company's business, as per applicable policies of the Company.

RESOLVED FURTHER THAT in case of inadequacy of profits in any of the three financial years during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provision of schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any Director or Chief Financial Officer of the Company, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper, or desirable and to sign and execute all necessary documents, applications and returns for effectuating the aforesaid resolution.”

6. Re-appointment and remuneration to Dr. Ankit Thakker (DIN: 02874715) as Whole Time Director for further period of 5 years from 1st October, 2024.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the consent of Board of Directors be and is hereby accorded to re-appoint Dr. Ankit Thakker as the Whole-Time Director and CEO of the Company for further period of five years commencing from 1st October, 2024 till 30th September, 2029 subject to approval of the Members of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 188, 196, 197, 198, 200 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, the Audit Committee and consent of the Board of Directors be and is hereby accorded for fixing remuneration up to 5% of Net Profits or ₹ 50 Lakhs per month whichever is higher for period of five years from 1st October, 2024 till 30th September, 2029 payable to Dr. Ankit

Thakker (DIN-02874715), Whole-Time Director and CEO of the Company ("WTD"), with authority vested with Nomination and Remuneration Committee of the Board and in absence of the NRC, the Board of Directors to determine his remuneration on yearly basis.

RESOLVED FURTHER THAT subject to the limit of 5%, in addition to the aforesaid remuneration he shall be entitled to reimbursement of mobile/telephone facility, traveling, boarding and lodging expenses, membership of club(s), seminar expenses, expenses incurred on business meeting(s) /business promotion and other amenities as may be incurred by him from time to time, in connection with the Company's business, as per applicable policies of the Company.

RESOLVED FURTHER THAT in case of inadequacy of profits in any of the three financial years during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provision of schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any Director or Chief Financial Officer of the Company, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper, or desirable and to sign and execute all necessary documents, applications and returns for effectuating the aforesaid resolution."

7. Ratification of remuneration payable to M/s. V. J. Talati & Co., Cost Accountants, as Cost Auditors for the Financial Year 2024 - 2025.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the members of the Company hereby ratifies the remuneration of ₹ 175,000/- (Rupees One Lakhs Seventy Five Thousand only) per annum plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. V. J. Talati & Co. Cost Accountants (Firm Registration No.: M/26963) who have been appointed by the Board of Directors as 'Cost Auditors' of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the Financial Year 2024 - 2025.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to file necessary e-forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be considered necessary in this regard."

By Order of the Board of Directors
For **Jupiter Life Line Hospitals Limited**

Mrs. Suma Upparatti
Company Secretary & Compliance officer
Membership No.:8986
Place: Mumbai
Date: 10th May, 2024

Registered office:

1004, 10th Floor, 360 Degree Business Park
Maharana Pratap Chowk, LBS Marg,
Mumbai City, Mulund West, Maharashtra-400080
CIN: U85100MH2002PLC137908

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business with respect to item 5, 6 & 7 forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 9/2023 dated 25th September 2023, read with circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Further Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2023, read with the all other relevant circulars issued by from time to time (hereinafter collectively referred to as "the Circulars"), has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.
4. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 3, 4, 5 & 6 of the Notice is annexed herewith as required under Regulation 36(3) of Listing Regulations as amended from time to time and Secretarial Standard-2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India ("ICSI").
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since the AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January , 2023, and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October , 2023 ("SEBI Circulars"), physical attendance of Members in the AGM has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Company has appointed National Securities Depositories Limited ("NSDL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL
7. Institutional/ Corporate Members intending to participate through their authorised representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting during the AGM. The said resolution/ authority letter/ power of attorney, etc. shall be sent through registered email address to the Scrutiniser at scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in and to the Company at cs@jupiterhospital.com.
8. In compliance with the Circulars, the Notice along with the Annual Report 2023-24 ("Annual Report") is being sent only by electronic mode to those Members whose email address are registered with the Company/ RTA/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website at www.jupiterhospital.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
However, a member is also entitled for getting the hard copy of the Notice along with the Annual Report upon making a request via. email to cs@jupiterhospital.com.
9. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, 12th July, 2024.

10. Any person and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is sent and holding shares as of the cut-off date i.e. Friday, 12th July, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if those shareholders are already registered with NSDL for remote e-Voting, then they can use their existing user ID and password for casting vote. In case of individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 12th July, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"
11. Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the Members are requested to write an email to KFin at einward.ris@kfintech.com.
12. 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
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.
14. The attendance of members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which Directors are interested maintained under companies Act, 2013 will be available for inspection by the Members electronically during the 22nd AGM. Members seeking to inspect such documents can send an email to cs@jupiterhospital.com.

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

The remote e-voting period begins on Tuesday, 6th August, 2024 at 09:00 A.M. and ends on Thursday, 8th August, 2024 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 record date (cut-off date) i.e. Friday, 2nd August, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 2nd August, 2024.

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 9th December , 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 4. 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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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*****

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid 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.
 - c) 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?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to scrutinisers@mmjc.in 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 (Name of NSDL Official) 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 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@jupiterhospital.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.
2. 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.
3. In terms of SEBI circular dated 9th December , 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.

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

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

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

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

15. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, at the Company's email address cs@jupiterhospital.com from Saturday, 3rd August, 2024 at 09:00 A.M. to Monday, 5th August, 2024 by 05:00 P.M. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.
16. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, at the Company's email address cs@jupiterhospital.com Saturday, 3rd August, 2024 at 09:00 A.M. to Monday, 5th August, 2024 by 05:00 P.M. IST, to enable the management to keep information ready at the AGM. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably, depending upon the availability of time.
17. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
18. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good & stable internet speed.

INFORMATION FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 2nd August, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
20. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote

e-voting period will commence on Tuesday, 6th August, 2024, at 9.00 A.M. and ends on Thursday, 8th August, 2024, at 5.00 P. M. IST the remote e-Voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM.

21. Only those Members, 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.
22. 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.
23. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
24. 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.
25. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

DIVIDEND AND IEPF RELATED INFORMATION

26. Members may note that the Board, at its meeting held on Friday, 10th May, 2024, has recommended a final dividend of Re. 1.00 per share for the Financial Year ended 31st March, 2024, which if approved at the ensuing AGM, will be paid, subject to deduction of tax at source ("TDS") within 30 days from the date of AGM to those Members or their mandates who holds shares in dematerialised ("demat") mode, based on the beneficial ownership details to be received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as at the close of business hours of Record Date;
27. The Company has fixed Friday, 2nd August, 2024 as the "Record date" for the purpose of determining the Members eligible to receive final dividend for the Financial Year ended 31st March, 2024.
28. Payment of final dividend shall be made electronically through various online transfer modes to those Members who have updated their bank account details. For those Members who have not updated their bank account details, demand drafts will be dispatched to their registered address.

29. To avoid delay in receiving dividend, Members are requested to register/ update their complete bank details and/ or KYCs with their DPs with which they maintain their demat accounts to receive dividend directly into their bank account on the pay-out date.
30. Pursuant to the Income Tax Act, 1961, ("the IT Act"), as amended by the Finance Act, 2020, dividend paid or distributed by the Company on or after 1st April , 2020 shall be taxable in the hands of Members. For the prescribed rates for various categories the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ KFinTech/ DP. The Members are requested to update their PAN with the DPs (in case of the shares held in Demat mode). The Company shall therefore be required to withhold/ deduct TDS, at the prescribed rates on the dividend paid to its Members.
31. In case of resident individual shareholders, no TDS shall be deducted if the total dividend to be received by them for the F.Y. 2023-24 does not exceed ₹5000. However, where the PAN is not updated in Company/ KFinTech/ DP records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹5000, the Company shall deduct TDS/ Withholding tax u/s 194 with reference to Section 206AA of the IT Act.
32. NIL / lower tax will be deducted on dividend payable to the following categories of resident Members, on submission of self-declaration:
 - **Insurance companies:** Documentary evidence to prove that the Insurance company qualify as Insurer in terms of the provisions of Section 2(7A) of the Insurance Act, 1938 along with self-attested copy of PAN Card.
 - **Mutual Funds:** Documentary evidence to prove that the mutual fund is a mutual fund specified under clause (23D) of section 10 of the Act and is eligible for exemption, along with self-attested copy of the registration documents and PAN Card.
 - **Alternative Investment Fund (AIF) established in India:** Documentary evidence to prove that AIF is a fund eligible for exemption u/s 10(23FBA) of the Act and that they are established as Category I or Category II AIF under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, made under the Securities and Exchange Board of India Act, 1992 (15 of 1992). Copy of self- attested registration documents and PAN card should also be provided.

- **National Pension System Trust & other Members:** Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN Card.
- Members who have provided a valid certificate issued u/s 197 of the Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities.

Please also note that where tax is deductible under the provisions of the Act and the PAN of the shareholder is either not available or PAN available in records of the Company is invalid / inoperative, tax shall be deducted @ 20% as per section 206AA of the Act.

For Non-Resident Members (including Foreign Institutional Investors and Foreign Portfolio Investors):

- Tax is required to be withheld in accordance with the provisions of Sections 195 and 196D of the Act @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.
- As per section 90 of the Act, a non-resident shareholder has an option to be governed by the provisions of the Double Taxation Avoidance Agreement ('DTAA') between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to such shareholder. To avail the DTAA benefits, the non-resident shareholder will have to provide the following documents: -
 - Self-attested copy of PAN, if any, allotted by the Indian tax authorities. In case of non-availability of PAN, declaration is to be submitted.
 - Self-attested copy of valid Tax Residency Certificate ('TRC') issued by the tax authorities of the country of which shareholder is tax resident, evidencing and certifying shareholder's tax residency status.
 - Self-declaration in Form 10F - <https://www.jupiterhospital.com/wp-content/uploads/2024/07/Form-10F.pdf>
 - Self-declaration certifying the following points: -
 - o Shareholder is and will continue to remain a tax resident of the country of its residence during FY 2023-24 (i.e. 01.04.2023 to 31.03.2024);
 - o Shareholder is the beneficial owner of the shares and is entitled to the dividend receivable from the Company.
 - o Shareholder qualifies as 'person' as per DTAA and is eligible to claim benefits as per DTAA for the purposes of tax withholding on dividend declared by the Company.

- o Shareholder has no permanent establishment / business connection / place of effective management in India. Or Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
- o Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner.

- In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of the registration certificate issued by the Securities and Exchange Board of India.
- In case shareholder is tax resident of Singapore and desires to claim treaty benefit, satisfaction of requirement of Article 24-Limitation of Benefit of India-Singapore Tax Treaty must be provided.
- Where a shareholder furnishes lower / nil withholding tax certificate under Section 197 of the Act, TDS will be deducted as per the rates prescribed in such certificate.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-resident shareholder and meeting the requirements of the Act, read with the applicable DTAA. In absence of the same, the Company will not be able to apply the beneficial DTAA rates at the time of deducting tax on dividend.

Section 206AB of the Act:

Rate of TDS @ 10% u/s 194 of the Act is subject to provisions of Section 206AB of the Act (effective from 1st July, 2021) which introduces special provisions for TDS in respect of taxpayers who have not filed their income-tax returns (referred to as "Specified Persons"). Under section 206AB of the Act, tax is to be deducted at higher of the following rates in case of payments to the specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

"Specified Person" as defined under section 206AB (3) of the Act.

The Central Board of Direct Taxes vide Circular No. 11 of 2021 dated 21st June, 2021 has clarified that new functionality will be issued for compliance check under Section 206AB of the Act. Accordingly, for determining TDS rate on Dividend, the Company will be using said functionality to determine the applicability of Section 206AB of the Act.

To summarise, dividend will be paid after deducting tax at source as under:

- i. Nil for resident individual Members receiving dividend from the Company upto ₹ 5,000 during financial year.
- ii. Nil for resident individual Members in cases where duly filled up and signed Form 15G / Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.
- iii. 10% for other resident Members in case copy of valid PAN is provided/available.
- iv. 20% for resident Members if copy of PAN is not provided / not available or resident shareholder is specified person under section 206AB as per compliance check utility of income tax department.
- v. TDS rate will be determined based on documents submitted by the non-resident Members.
- vi. 20% (plus applicable surcharge and cess) for non-resident Members in case the relevant documents are not submitted.
- vii. Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

The above-mentioned rates will be subject to applicability of Section 206AB of the Act. In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

For all Members:

In order to enable the Company to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961, we request you to provide the above-mentioned details and documents as applicable to the shareholder on or before Friday, 2nd August, 2024. The dividend will be paid after deduction of tax at source as determined based on the aforementioned documents provided by the respective Members as applicable to them and being found satisfactory.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you or due to defect in any of the aforementioned details/documents, option is available to you to file the return of income as per Act and claim an appropriate refund

of the excess tax deducted, if eligible. No claim shall lie against the Company for such taxes deducted.

UPDATION OF PAN, EMAIL ADDRESS AND OTHER DETAILS:

All the Members are requested to update the residential status, registered email address, mobile number, category and other details with their relevant depositories through their depository participants, if the shareholding is in demat form or with the Company, if the shareholding is held in physical form, as may be applicable. The Company is obligated to deduct TDS based on the records made available by National Securities Depository Limited or Central Depository Services (India) Limited (collectively referred to as "the Depositories") in case of shares held in demat mode and from the Company record in case of shares held in physical mode and no request will be entertained for revision of TDS return.

UPDATE OF BANK ACCOUNT DETAILS:

In order to facilitate receipt of dividend directly in your bank account, we request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you may submit the name and bank account details of the first shareholder along with a cancelled cheque leaf with your name and bank account details and a duly self-attested copy of your PAN card, with Registered Office of the Company. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank pass-book statement, duly self-attested.

Disclaimer: This Communication is not to be treated as advice from the Company or its affiliates or KFin. Members should obtain the tax advice related to their tax matters from a tax professional.

33. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to its Members electronically. Accordingly, the Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc. In order to receive the dividend without any delay, all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Friday, 2nd August, 2024,

their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s).

DECLARATION OF RESULTS

34. The Board of Directors of the Company has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and or failing him, Mr. Omkar Dindorkar (Certificate of Practice No. 24580), Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process during the AGM and remote e-voting in a fair and transparent manner.
35. The Scrutiniser shall provide, not later than two working days of conclusion of the e voting at the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
36. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.jupiterhospital.com and on the website of NSDL at www.evoting.nsdl.com. Immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
37. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Friday, 9th August, 2024.

**EXPLANATORY STATEMENT
UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required under section 102 of the Companies Act, 2013 and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to the Special Business mentioned in under item no: 5 to 7 of the accompanying Notice.

ITEM NO. 5

Re-appointment and remuneration of Dr. Ajay Thakker (DIN: - 00120887) as the Managing Director for further period of 5 years from 1st October, 2024 of the Company

Dr. Ajay Thakker was re-appointed as the Managing Director of the Company by way of Special Resolution passed by the members at the 19th Annual General Meeting held on 29th September, 2021, for a period of 3 (three) years effective from 1st October, 2021. His current term is expiring on 30th September, 2024.

Thereafter, the Members at the Extra Ordinary Annual General Meeting held on 20th March, 2023, approved the revision in his remuneration whereby the maximum remuneration payable to Dr. Ajay Thakker was revised w.e.f. 1st April, 2023 to the remainder of his term i.e. upto 30th September, 2024.

As the current term of Dr. Ajay Thakker is coming to expire on 30th September, 2024, the Board of Directors on recommendation of the Nomination and Remuneration Committee if the Company, at their respective meetings held on 15th April, 2024 and 10th May, 2024, has re-appointed Dr. Ajay Thakker as the Managing Director of the Company, subject to approval of members, for a further term of 5 (five) years i.e. from 1st October, 2024 upto 30th September, 2029 and also approved and recommended the maximum remuneration payable to them, for a period of 5 (five) years with effect from 1st October, 2024 upto 30th September, 2029. Dr. Ajay Thakker, is founder Promoter, the Chairman and Director of the Company since incorporation. Leveraging his rich experience of over four decades in the fields of medicine and healthcare, he has played instrumental role in the Company transformation. He is currently responsible for overall management of the Company.

In view of the valuable contribution made by Dr. Ajay Thakker, as Chairman & Managing Director for overall business, financial performance and growth of the Company in his current tenure, it is proposed to re-appoint him as Managing Director of the Company. However, his reappointment is proposed at the same remuneration as previously approved by the members at the Extra Ordinary General Meeting held on 20th March, 2023, without any further increase.

The terms and conditions relating to the re-appointment and terms of remuneration of Dr. Ajay Thakker as Chairman and Managing Director, inter alia, includes the following:

Remuneration, benefits and perquisites:

I. **Salary:** He shall be paid monthly salary, based on a consolidated remuneration upto 5 % of Net Profits or ₹ 75 Lakhs per month whichever is higher, with authority vested with Nomination and Remuneration Committee (NRC) of the Board and in absence of NRC, the Board of Directors to determine his remuneration on yearly basis.

II. **Commission:** No commission shall be paid to him.

III. **Perquisites:**

a) **Medical Facility/Reimbursement:**

He shall be entitled to free treatment in any of the facilities of the Company or reimbursement of medical expenses actually incurred for self and family (family as per the Companies Act, 2013)

b) **Club Membership/Fees:**

He shall be entitled to the reimbursement of fees of any two clubs in India, which will be predominantly used for business purposes. This will not include admission and life membership fee.

c) **Personal Accident Insurance:**

He shall be entitled for a personal accident insurance per policy of the Company.

d) **Telephone:**

Facility of Company provided telephone/mobile.

IV. **Limits on Remuneration:**

During the tenure of 5 years of his appointment, if the Company for any period of 3 financial years has no profits or its profits are inadequate, the Company may pay Dr. Ajay Thakker remuneration as set out herein as the minimum remuneration payable in accordance to the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

V. **Sitting Fees:**

He shall not be paid sitting fees for attending the meetings of the Board of Directors/ Committee(s) of the Company.

The Nomination and Remuneration Committee or the Board of Directors may, at its discretion, fix the actual remuneration of Dr. Ajay Thakker and revise the same from time to time, within the maximum limits specified hereinabove.

Dr. Ajay Thakker will be liable to retire by rotation during his tenure as the Chairman and Managing Director.

The Board of Directors considered the aforesaid remuneration commensurate with the duties and responsibilities of Dr. Ajay Thakker.

The approval of the Members is being sought by way of special resolution for approving the appointment of Dr. Ajay Thakker for five years and approving the payment of remuneration in excess of the limits prescribed under the Act in accordance with the first and second proviso of section 197 read with the first proviso of Part A of Section II of Part II of the Schedule V of the Act.

Furthermore, Dr. Ajay Thakker has attained the age of 69 years during financial year 2024-25, will attain the age of 70 years during his tenure of appointment. As per Section 196(3)(a) of the Companies Act, 2013, read with proviso thereto, a Company can appoint or continue the employment of a person who has attained the age of seventy (70) years as Managing Director, if consent of the members is accorded thereto by passing a special resolution at a general meeting of the Company. The Board of Directors recommends the continuance of the employment of Dr. Ajay Thakker as the Chairman and Managing Director beyond the age of 70 years till the expiry of his term of office.

Consent for payment of remuneration to Executive Directors in line with SEBI (LODR) Regulations, 2015.

According to Regulation 17(6) (e) of the SEBI Listing Regulations require the listed entity to obtain approval of the shareholders by way of special resolution for payment of annual remuneration to Promoter-Executive Director which exceeds 5 Cr or 2.5% of the net profits of the listed entity, whichever is higher, or where there is more than one such Director, the aggregate annual remuneration to such Directors, exceeds 5% of the net profits of the listed entity.

At present, there are two Executive Directors who are promoters, on the Company's Board. They are Dr. Ajay Thakker, Chairman and Managing Director and Dr. Ankit Thakker, Whole Time Director and Chief Executive Officer.

Accordingly, the necessary special resolution for payment of remuneration to the Managing Director is set out herein.

The shareholders had approved remuneration payable to them within the limits as prescribed as per the Companies Act, 2013, while approving their respective appointments.

Approval of shareholder was obtained at the Extra Ordinary Annual General Meeting held on 20th March, 2023 for the payment of remuneration to Executive Directors, Viz. Dr. Ajay Thakker and Dr. Ankit Thakker which individually may exceed 5% of Net Profit of the Company for each of the financial year from 1st April, 2023 to till the re-appointment.

The office of Dr. Ajay Thakker as a Managing Director is due for renewal on 30th September, 2024, which necessitates seeking a fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of the Managing Directors including remuneration payable to them till the expiry of their respective terms, in order to comply with the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

As per proviso to Section 196(2) of the Companies Act, 2013 ("the Act"), no re-appointment of Managing Director shall be made earlier than one year before the expiry of his term, the proposed re-appointment of Dr. Ajay Thakker is in compliance with the said provision.

Dr. Ajay Thakker has confirmed that he fulfills all the conditions given under provision of Section 196(3) and Schedule V of the Act for being eligible for their re-appointment and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. Dr. Ajay Thakker has consented to act as the Chairman and Managing Director of the Company, if so appointed.

Brief resume of Dr. Ajay Thakker, along with disclosures required under Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India are mentioned in **Annexure B** of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board recommends the resolutions as set out at Item no. 5 of this Notice for approval of the members as Special Resolutions.

To the extent of their shareholding, none of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Ajay Thakker and his relatives to whom resolution no. 5 relates and Dr. Ankit Thakker, being Son of Dr. Ajay Thakker, are in any way concerned or interested in the resolution as set out at Item no. 5 of this Notice.

The other information as required under Section II of Part II of Schedule V of the Act are given below is provided in Annexure A.

ITEM NO. 6

Re-appointment and remuneration of Dr. Ankit Thakker (DIN: - 02874715) as the Whole Time Director for further period of 5 years from 1st October, 2024 of the Company.

Dr. Ankit Thakker was appointed as the Whole Time Director designated as Executive Director & Chief Executive Officer

of the Company by way of Special Resolution passed by the members at the 19th Annual General Meeting held on 29th September, 2021, for a period of 3 (three) years effective from 1st October, 2021. His current term is expiring on 30th September, 2024.

Thereafter, the Members at the Extra Ordinary Annual General Meeting held on 20th March, 2023, approved the revision in his remuneration whereby the maximum remuneration payable to Dr. Ankit Thakker was revised w.e.f. 1st April, 2023 to the remainder of his term i.e. upto 30th September, 2024.

As the current term of Dr. Ankit Thakker is coming to expire on 30th September, 2024, the Board of Directors on recommendation of the Nomination and Remuneration Committee if the Company, at their respective meetings held on 15th April, 2024 and 10th May, 2024, has re-appointed Dr. Ankit Thakker as the Whole Time Director of the Company, subject to approval of members, for a term of 5 (five) years i.e. from 1st October, 2024 upto 30th September, 2029 and also approved and recommended the maximum remuneration payable to them, for a period of 5 (five) years with effect from 1st October, 2024 upto 30th September, 2029.

Dr. Ankit Thakker, Whole Time Director & Chief Executive Officer, has joined the Board of the Company in 2016. He has demonstrated exceptional leadership skills, providing guidance and direction that have propelled Company to its new heights. He is currently responsible for overall management of the Company.

Keeping in view of Dr. Ankit Thakker's rich and varied experience in the industry and his involvement in the operations of the Company, it would be in the best interest of the Company to continue his employment as Whole Time Director & Chief Executive Officer of the Company. However, his reappointment is proposed at the same remuneration as previously approved by the members at the Extra Ordinary General Meeting held on 20th March, 2023, without any further increase.

The terms and conditions relating to the re-appointment and terms of remuneration of Dr. Ankit Thakker as Whole Time Director & Chief Executive Officer, inter alia, includes the following:

Remuneration, benefits and perquisites:

- I. **Salary:** He shall be paid monthly salary, based on a consolidated remuneration upto 5 % of Net Profits or ₹ 50 Lakhs per month whichever is higher, with authority vested with Nomination and Remuneration Committee (NRC) of the Board and in absence of NRC, the Board of Directors to determine his remuneration on yearly basis.
- II. **Commission:** No commission shall be paid to him.
- III. **Perquisites:**
 - a) **Medical Facility/Reimbursement:**
He shall be entitled to free treatment in any of the facilities of the Company or reimbursement of medical expenses actually incurred for self and family (family as per the Companies Act, 2013)

b) Club Membership/Fees:

He shall be entitled to the reimbursement of fees of any two clubs in India, which will be predominantly used for business purposes. This will not include admission and life membership fee.

c) Personal Accident Insurance:

He shall be entitled for a personal accident insurance per policy of the Company.

d) Telephone:

Facility of Company provided telephone/mobile.

IV. Limits on Remuneration:

During the tenure of 5 years of his appointment, if the Company for any period of 3 financial years has no profits or its profits are inadequate, the Company may pay Dr. Ankit Thakker remuneration as set out herein as the minimum remuneration payable in accordance to the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

V. Sitting Fees:

He shall not be paid sitting fees for attending the meetings of the Board of Directors/ Committee(s) of the Company.

The Nomination and Remuneration Committee or the Board of Directors may, at its discretion, fix the actual remuneration of Dr. Ankit Thakker and revise the same from time to time, within the maximum limits specified hereinabove.

Dr. Ankit Thakker will be liable to retire by rotation during his tenure as the Whole Time Director & Chief Executive Officer.

The Board of Directors considered the aforesaid remuneration commensurate with the duties and responsibilities of Dr. Ankit Thakker.

The approval of Members is being sought, by way of Special Resolution, for payment of annual remuneration to Dr. Ankit Thakker, by way of salary, perquisites and other benefits, as Minimum Remuneration, notwithstanding that such remuneration may exceed limits prescribed under the Act in accordance with the first and second proviso of section 197 read with the first proviso of Part A of Section II of Part II of the Schedule V of the Act and in excess of 5% of net profits of the Company, as prescribed under Regulation 17 of the Listing Regulations, notwithstanding the case/ situation wherein in any three financial year, during the term of Dr. Ankit Thakker as the Whole-time Director & CEO, the Company has no profits or inadequate profits therein.

Approval of shareholder was obtained at the Extra Ordinary Annual General Meeting held on 20th March,

2023 for the payment of remuneration to all the Promoter and Executive Directors, Viz. Dr. Ajay Thakker and Dr. Ankit Thakker which individually may exceed 5% of Net Profit of the Company for each of the financial year from 1st April, 2023 to till the re-appointment.

The office of Dr. Ankit Thakker as a Whole Time Director is due for renewal on 30th September, 2024, which necessitates seeking a fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of the Managing Directors including remuneration payable to them till the expiry of their respective terms, in order to comply with the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

Dr. Ankit Thakker has confirmed that he fulfils all the conditions given under Section 196(3) and Schedule V of the Act for being eligible for their re-appointment and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. Dr. Ankit Thakker has consented to act as the Whole Time Director of the Company, if so appointed.

Brief resume of Dr. Ankit Thakker, along with disclosures required under Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India are mentioned in **Annexure B** of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board recommends the resolutions as set out at Item no. 6 of this Notice for approval of the members as Special Resolutions.

To the extent of their shareholding, none of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Ankit Thakker and his relatives to whom resolution no. 6 relates and Dr. Ajay Thakker, being Father of Dr. Ankit Thakker, are in any way concerned or interested in the resolution as set out at Item no. 6 of this Notice.

The other information as required under Section II of Part II of Schedule V of the Act are given below is provided in Annexure A.

ITEM NO. 7

Ratification of remuneration payable to M/s. V. J. Talati & Co., Cost Accountants, as Cost Auditors for the Financial Year ending 31st March 2025

The Company has hospitals at several locations. The cost records of these units and such other units of the Company

as may be included from time to time are required to be audited by the Cost Auditors.

Based on the market trend and current industry practices, the Audit Committee reviews the proposal for appointment and remuneration payable to Cost Auditors and recommends the same to Board for their approval.

The remuneration of the Cost Auditors is being determined in consensus with the Cost Auditors taking into consideration the agreed scope of work for all units, the performance of the Cost Auditors and turnover of the Company.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, had approved the appointment of M/s. V. J. Talati & Co. Cost Accountants, Mumbai (Registration No.) to conduct the audit of the cost records of all the units of the Company as applicable for the financial year ending 31st March 2025, at a remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals if any.

M/s. V. J. Talati & Co. is one of the leading Cost Accounting and Cost Audit firm in India in practice for over seven decades. They provide effective cost accounting reports and offers wide spectrum of service in the areas Cost & Management Accounting.

Based on the certification received from the Cost Auditors, it may be noted that: -

- i. the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- ii. their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- iii. none of their Partners is in the whole-time employment of any Company; and
- iv. they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Consequently, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution.

The Board recommends the passing of resolution set out at Item Number 7 for approval of the Members as an ordinary resolution.

ANNEXURE A

The other information as required under Section II of Part II of Schedule V of the Act are given below:

1. General Information:		
Nature of Industry	Healthcare	
Date or expected date of commencement of commercial production	Not Applicable. The Company is an existing Company.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators	Financial performance audited financials of FY 2023-2024, total income was ₹ 9402.61 Million, PBT was ₹ 2038.21 Million, PAT was ₹ 1519.53 Million.	
Foreign investments or collaborations, if any	None	
2. Information About the appointee		
Names	Dr. Ajay Thakker	Dr. Ankit Thakker
1. Background details:	Dr. Ajay Thakker, holds a bachelor of medicine and a bachelor of surgery degree from Grant Medical College, University of Bombay and a diploma in medical radio diagnosis, from Topiwala National Medical College, University of Bombay. He is the founder and Chairman of the Company and is serving as the Managing Director. He has over four decades of experience in the field of medicine and healthcare.	Dr. Ankit Thakker, holds a bachelor of medicine and a bachelor of surgery degree from Mahatma Gandhi Mission's Medical College, Navi Mumbai and a masters in management from London School of Economics and Political Science. He has more than a decade of experience in the healthcare sector.
2. Past remuneration:	Amount (in Million)	Amount (in Million)
Financial Year		
2021-22	18.00	11.99
2022-23	29.40	12.00
2023-24	36.00	24.00
3. Recognition or Awards:	Dr. Ajay Thakker has mentor for several initiatives in the Company that has helped the Company to increase in turnover, profitability and improvement in employee relationship/ human resource development etc.	Dr. Ankit Thakker has been awarded by Financial Express Power List as a FE Visionary Leader for his exemplary contribution to the field of healthcare.
4. Job profile and his suitability:	Dr. Ajay Thakker devotes his full time and attention to the growth of the Company. Over and above what is mentioned in background details in item II (1) above, Dr. Ajay Thakker is Key Managerial Personnel, responsible for the overall management of the Company. Taking into consideration his qualification and expertise in relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.	Dr. Ankit Thakker devotes his full time and attention to the business of the Company. Over and above what is mentioned in background details in item II (1) above, Dr. Ankit Thakker is a part of the Senior Management and Key Managerial Personnel since 2016, responsible for the overall management of the Company. Taking into consideration his qualification and expertise in relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.
5. Remuneration proposed:	Please refer remuneration terms of appointment summarised above.	Please refer remuneration terms of appointment summarised above.

<p>6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:</p>	<p>The remuneration payable has been benchmarked considering his responsibilities and dedication towards the growth of company size in the Healthcare industry and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 15th April, 2024. The profile of Dr. Ajay Thakker, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration and commensurate with the remuneration packages paid to similar counterparts in other companies.</p>	<p>The remuneration for the Whole Time Director and Chief Executive Officer of the Company, Dr. Ankit, reflects his unique contributions and the immense value he brings to the organisation. Since joining the Company in 2016, Dr. Ankit has demonstrated exceptional leadership, strategic vision, and a deep understanding of the Company's operations. His role and responsibilities are integral to the Company's growth and success, and thus, his remuneration is benchmarked not only against industry standards but also considers the specific context of his role. The Nomination and Remuneration Committee, at its meeting held on 15th April, 2024, evaluated his profile, the complexity of the business operations, and the Company's size to determine that his remuneration is commensurate with the packages offered to similar counterparts in the industry. Given the size, complexity, and nature of the Company's business, the proposed remuneration for Dr. Ankit is in line with industry standards and appropriately reflects his significant responsibilities and contributions.</p>
<p>7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:</p>	<p>Except the remuneration received from the Company as Chairman and Managing Director and being promoter and shareholder of the Company, Dr. Ajay Thakker does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company except with Dr. Ankit Thakker, Whole Time Director and Chief Executive Officer, being son of Dr. Ajay Thakker.</p> <p>Dr. Ajay Thakker holds 1,35,97,829 equity shares in the Company by himself and holds 9,458 equity shares through his Ajay P Thakker HUF.</p>	<p>Except the remuneration received from the Company as Whole Time Director and Chief Executive Officer and being promoter and shareholder of the Company, Dr. Ankit Thakker does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/ or KMP of the Company except with Dr. Ajay Thakker, Managing Director and Chairman, being father of Dr. Ankit Thakker.</p> <p>Dr. Ankit Thakker holds 43,75,789 Equity Shares in the Company by himself.</p>
<p>3. Other information</p>		
<p>1. Reasons of loss or inadequate profits:</p>	<p>Not applicable</p>	<p>Not applicable</p>
<p>2. Steps taken or proposed to be taken for improvement:</p>	<p>Not applicable</p>	<p>Not applicable</p>
<p>3. Expected increase in productivity and profits in measurable terms:</p>	<p>Not applicable</p>	<p>Not applicable</p>
<p>4. Disclosures:</p>		
<p>The disclosures on remuneration package of each Director and details of all elements of remuneration package, details of fixed components and stock options details etc. are given in the Corporate Governance Report.</p>		

ANNEXURE B

INFORMATION OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING OF THE COMPANY AS PER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARD - 2:-

Particulars	Dr. Ajay Thakker	Dr. Ankit Thakker	Dr. Bhaskar Shah	Mr. Vadapatra Raghavan
DIN	00120887	02874715	00007817	00008182
Age	68 years	36 years	69 years	60 years
Qualification	Doctor	Doctor	Doctor	Chartered Accountant
Brief Profile	He has been associated with our Company since its inception as a Promoter and Director. He has over four decades of experience in the field of medicine and healthcare.	He has more than a decade of experience in the healthcare sector and has been a director of our Company since 2016 and is currently responsible for the overall management of the Company. He has been awarded by Financial Express Power List as a FE Visionary Leader for his exemplary contribution to the field of healthcare.	He holds a bachelor of medicine and bachelor of surgery degree, a doctor of medicine in cardiology degree and a doctor of medicine in medicine and therapeutics degree from the Lokmaniya Tilak Municipal Medical College, University of Bombay. He is also registered as an M.D. in the Maharashtra Medical Council. He is a practicing cardiologist.	He has over 33 years of experience in the audit and accounts sector and is a partner at Charles Prabakar & Co.
Experience including expertise in specific functional area	Please refer the corporate governance section on skills and expertise forming part of Annual Report.	Please refer the corporate governance section on skills and expertise forming part of Annual Report.	Please refer the corporate governance section on skills and expertise forming part of Annual Report.	Please refer the corporate governance section on skills and expertise forming part of Annual Report.
Terms and conditions for appointment / re-appointment	As set out in Explanatory Statement.	As set out in Explanatory Statement.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Remuneration last drawn	₹ 36 Million	₹ 24 Million	NIL	NIL
Remuneration sought to be paid	As set out in Explanatory Statement	As set out in Explanatory Statement	NIL	NIL
Date of the first appointment on the Board	18 th September, 2002	29 th June, 2016	26 th September, 2009	26 th September, 2009
Shareholding in the Company as on 31 st March 2024 including Beneficial Owner	1,36,07,287 Equity shares	43,75,789 Equity shares	Nil	4,10,000 Equity shares
Relationship with other Directors / Key Managerial Personnel	Father of Dr. Ankit Thakker.	Son of Dr. Ajay Thakker	Nil	Nil
Number of meetings of the Board attended during the financial year 2023-24	11 (Eleven)	11 (Eleven)	11 (Eleven)	7 (Seven)

Particulars	Dr. Ajay Thakker	Dr. Ankit Thakker	Dr. Bhaskar Shah	Mr. Vadapatra Raghavan
DIN	00120887	02874715	00007817	00008182
Number of meetings of the Board attended from 31 st March 2024 till the date of this notice i.e. 10 th May, 2024	1 (One)	1 (One)	1 (One)	1 (One)
Directorship of other Boards as on 31 st March 2024	Four Companies- 1. Entisi Hospitality Private Limited 2. Jupiter Wellness Private Limited 3. Wisdom Wellness Private Limited 4. Medulla Healthcare Private Limited	Six Companies: - 1. Entisi Hospitality Private Limited 2. Jupiter Wellness Private Limited 3. Wisdom Wellness Private Limited 4. Jupiter Hospital Projects Private Limited 5. Sulcus Private Limited 6. Medulla Healthcare Private Limited	Seven Companies: - 1. Jasper Build-Tech Solutions Private Limited 2. Jupiter Heart Scan Private Limited 3. Priyanka Medical Private Limited 4. Western Heart Clinic Private Limited 5. Esperanza Healthcare Private Limited 6. Mumbai Heart Clinic And Research Centre 7. Mumbai Heart Hospital Private Limited	One Company: - 1. Jupiter Hospital Projects Private Limited
Listed entities from which the director has resigned in past three years	Nil	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March 2024	Nil	Nil	Nil	1

Note – Dr. Ajay Thakker, Dr. Ankit Thakker, Dr. Bhaskar Shah and Mr. Vadapatra Raghavan are not directors in any listed entity except Jupiter Life Line Hospitals Limited.