CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL
Care that inspires

**CMMH/BSE/2026-27/41** **September 8, 2026**

**The Corporate Service Department**
BSE Limited
P J Towers, Dalal Street,
Mumbai – 400 001

**Scrip Code: 523489**

**Dear Sir/Ma'am,**

**Sub: Intimation under Regulation 30 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of 36th Annual General Meeting**

Dear Sir / Madam,

Pursuant to Regulations 30 and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Notice convening the **36th Annual General Meeting (AGM)** of the members of Chennai Meenakshi Multispeciality Hospital Limited scheduled as follows:

- **Date:** Wednesday, September 30, 2026
- **Time:** 11:00 AM IST
- **Mode:** Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

The meeting will be conducted in accordance with the applicable provisions of the Companies Act, 2013 and relevant General Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

**Key Details regarding the AGM:**

1. **Dispatch of Notice:** The Notice of the AGM is being dispatched concurrently to the members of the Company solely through electronic mode to those whose email addresses are registered with the Company / Depositories (CDSL & NSDL).
2. **Cut-off Date:** Wednesday, September 23, 2026 (for determining eligibility to participate in remote e-voting and voting at the AGM).

CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD. Regd Office 149, Luz Church Road, Mylapore, Chennai 600 004

3. **Remote E-voting Period:**
   - **Commencement:** Sunday, September 27, 2026 at 9:00 AM IST
   - **Conclusion:** Tuesday, September 29, 2026 at 5:00 PM IST
4. **E-voting Platform:** Central Depository Services (India) Limited (CDSL).

The Notice is also made available on the Company's website at www.cmmh.in/#investors

Kindly take the above information and the enclosed Notice on record.

Thanking you,

Yours faithfully,

**For Chennai Meenakshi Multispeciality Hospital Limited**

M.S. Ananthalakshmi

Digitally signed by M.S. Ananthalakshmi
Date: 2026.09.08 17:55:22 +05'30'

Chennai Meenakshi Multispeciality Hospital Ltd
Regd Office
149,
Luz Church Road,
Mylapore,
Chennai
600 004

**M.S.Anantha Lakshmi**
**Company Secretary and Compliance Officer**
**M.No: A46694**

**Encl : As above**

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the members of **CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED** will be held on Wednesday, 30th September, 2026 at 11.00 IST through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, and the Report of Board of Directors and Auditors' Report thereon.

2. To appoint a director in place of Mr. Edward M Prabhakar (DIN: 11237027) who retires by rotation and being eligible offers himself for re-appointment.

## SPECIAL BUSINESS

3. To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION:**

   **"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded for the re-appointment of Mrs. R. Gomathi (DIN: 02900460), Managing Director and Key Managerial Personnel of the Company designated as Chairman and Managing Director of the Company for period of 3 (Three) years with effect from 11th November 2026 on a monthly remuneration of Rs.1,00,000/- (Rupees One Lakh only) on such terms and conditions as set out in this resolution and the explanatory statement."

   **"RESOLVED FURTHER THAT** in terms of Article 95 (b) of the Articles of Association of the Company, Mrs. R. Gomathi shall not be liable to retire by rotation."

   **"RESOLVED FURTHER THAT** Mrs. R. Gomathi, Chairman and Managing Director, shall have the right to manage the day-to-day affairs of the Company subject to superintendence, guidance, control and direction of the Board of Directors of the Company and shall have the right to exercise such powers of management of the Company, from time to time, as may be delegated to her by the Board of Directors."

   **"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

   **"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mrs. R. Gomathi (DIN: 02900460), Managing Director shall be as may be determined by the Board or Nomination and Remuneration Committee and shall not, except with the approval of the shareholders, exceed the limits prescribed under the Act and rules made there under or any statutory modification or re-enactment thereof.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to do all such acts, matters, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. M Karunakaran (DIN: 11874200), a Non- Executive Independent Director of the Company for a term of five consecutive years effective from 7th August, 2026 up to 6th August, 2031, and shall not be liable to retire by rotation during his tenure, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 proposing his candidature for the office of Director along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only), and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution”.

5. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** Mr. A F Simeon Telfer (DIN : 11879121), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 11th August, 2026, and who holds office up to the date of this Annual General Meeting in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of the

Director along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only), be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution".

6. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. R V Ramanuja Bharathi (DIN : 08553270), a Non- Executive Independent Director of the Company for a term of five consecutive years effective from 11th August, 2026 up to 10th August, 2031, and shall not be liable to retire by rotation during his tenure, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, proposing his candidature for the office of Director along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only), and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution".

7. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**

"**RESOLVED THAT** Ms. Sindu Chawla (DIN : 11879201), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 11th August, 2026, and who holds office up to the date of this Annual General Meeting in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of the Director along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only), be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution".

8. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the recommendation of the Audit Committee and the Board of Directors, the appointment of Mr. T. Murugan, Practicing Company Secretary, bearing registration No.4393 as the Secretarial Auditors of the Company for the FY 2026-27 at a remuneration of ₹ 60,000/- (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Secretarial Auditors, for the subsequent years, based on the recommendation of the Audit Committee, and do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors**
**For Chennai Meenakshi Multispeciality Hospital Limited**

**Place: Chennai**
**Date: 01.09.2026**

**M.S.Anantha Lakshmi**
**Company Secretary & Compliance Officer**
**M No. A46694**

**Registered Office:**
**CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED,**
New No.70, Old No.149, Luz Church Road, Mylapore, Chennai-600 004.
CIN: L85110TN1990PLC019545; Phone No.044-42938938; Fax No.044-24993282
E-mail: cmmhospitals@gmail.com - Website: www.cmmh.in

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 03/2025 dated 22nd September 2025, read with Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020, and the Securities Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued in this regard, (collectively referred to as the "relevant circulars"), have permitted convening the general meetings through VC or OAVM without physical presence of the

Members. In accordance with the relevant Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting ("AGM" or "the Meeting") of the Company is being held through VC / OAVM.

2. Notice of the AGM along with the Annual Report for financial year ("FY") 2025-2026 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"] The Notice and Annual Report FY 2025-2026 is available on the following websites (a) Company – www.cmmh.in (b) BSE Limited - www.bseindia.com .

3. 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. However, as this AGM is being held through VC/OAVM, physical attendance of Members is dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise in line with MCA and SEBI circulars issued in this regard.

4. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of business item no. 3 to 8 of the Notice which are special businesses to be transacted at the AGM are annexed hereto for the information of Members.

5. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 (SS-2) with respect to re-appointment of Mrs. R. Gomathi as Chairman and Managing Director, re-appointment of Mr. Edward M Prabhakar as Director, appointment of Mr M Karunakaran as an Independent Director, Mr A F Simeon Telfer as a Non-Executive and Non-Independent Director, Mr R V Ramanuja Bharathi as an Independent Director and Ms Sindu Chawla as a Non-Executive and Non-Independent Director, at the forth coming Annual General Meeting as mentioned under item No. 2 to 7 is appended to this Notice as **Annexure**. Further, the Company has received relevant disclosure/consent from the aforesaid Directors seeking reappointment and appointments.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2026 to 30th September, 2026 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.

7. In compliance with the aforesaid MCA Circulars dated 22.09.2025 and relevant SEBI Circular read with any applicable circulars issued by SEBI and MCA from time to time, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.cmmh.in/#investors (under Notice & Announcement tab) and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

8. Mandatory furnishing of PAN, KYC details & Nomination by holders of Physical Securities:

   As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Notification SEBI/LAD-NRO/GN/2026/312 dated July 10, 2026 and Circular dated March 16, 2023 read with Circular dated November 17, 2023 in supersession of its earlier Circulars dated November 3, 2021 and December 14, 2021 provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of forms are hosted on the Company's Website www.cmmh.in, In this connection, the Company requests all the shareholders holding shares in physical folios to comply with the requirements who have not updated any of the above said details.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of these members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited for assistance in this regard.

10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act,2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail to cmmhcosec@gmail.com requesting for inspection of the Registers.

**E-VOTING AND ITS PROCEDURES VOTING THROUGH ELECTRONIC MEANS**

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

2. 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 to at least 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 Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors, etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.

3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of the State or body corporate can attend the AGM through VC/OAVM and cast their votes through E-voting. Body Corporate members are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote in the AGM through VC / OAVM on its behalf and to vote through remote e-voting. E-voting facilitates ease of participation accordingly members of the Company are encouraged to attend and vote at the AGM.

5. In line with the Ministry of Corporate Affairs MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.cmmh.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM - i.e. www.evotingindia.com.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

(i) The remote e-voting period begins 9.00 am on Sunday, 27th September, 2026 and ends at 5.00 pm on Tuesday, 29th September, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable E-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular**,** Login method for E-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 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 URL for users to login to Easi / Easiest are visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.<br>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.<br>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful |

| | |
|---|---|
| with **NSDL Depository** | authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during meeting.<br><br>2) If the user is 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<br><br>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

| **Login type** | **Helpdesk details** |
|---|---|
| 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 |
| 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.co.in or call at 022 – 4886 7000 and 022 2499 7000 |

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

7) After entering these details appropriately, click on "SUBMIT" tab.
8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10) Click on the EVSN for the relevant Chennai Meenakshi Multispeciality Hospital Limited on which you choose to vote.
11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(vi) **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

6. Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cmmhcosec@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cmmhcosec@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (cmmhcosec@gmail.com). These queries will be replied to by the company suitably by email.

8. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.**

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not cast 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 available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid

as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR e-VOTING FOR THE RESOLUTIONS PROPOSED IN THE NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **RTA email id**:investor@cameoindia.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 09911.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 09911.

**General:**

The remote e-voting period begins 9.00 am on Sunday, 27th September, 2026 and ends at 5.00 pm on Tuesday, 29th September, 2026. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting. The remote e-voting module shall be blocked by CDSL for e-voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

After dispatch of the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e 23rd September, 2026 may obtain the login ID and password by sending an email to investor@cameoindia.com or cmmhcosec@gmail.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DPID and Client ID No. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.

The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off date of i.e. 23rd September, 2026.

The Company has appointed Mr. T. Murugan, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and he has communicated his willingness to be appointed.

The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.cmmh.in and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 OF THE NOTICE DATED 1ST SEPTEMBER 2026**

**Item No.3: Re-Appointment of Mrs. R. Gomathi (DIN:02900460):**

Mrs. R. Gomathi was originally appointed as Managing Director of the Company for a period of three years from 11th November 2020 to 10th November 2023 at the 31st Annual General Meeting held on 15th September 2021. Subsequently, she was re-appointed for a second term of three years from 11th November 2023 to 10th November 2026 at the 33rd Annual General Meeting held on 20th September 2023.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mrs. R. Gomathi as Chairman and Managing Director of the Company for a further period of 3 (three) years with effect from 11th November 2026 to 10th November 2029 at its meeting held on 1st September 2026, subject to the approval of the Members at the ensuing Annual General Meeting. The terms and conditions of her appointment and remuneration are set out in the resolution under Item No. 3. In terms of Article 95(b) of the Articles of Association of the Company, her office shall not be liable to retire by rotation.

Mrs. R. Gomathi is 77 years of age. Pursuant to Section 196(3)(a) read with Schedule V of the Companies Act, 2013, the appointment or continuation of any person as a Managing Director who has attained the age of 70 years requires the approval of the shareholders by way of a Special Resolution. Considering her long-standing institutional association, leadership, and expertise in corporate governance and hospital administration, the Board considers that her continued guidance will be of immense value to the Company and recommends the Special Resolution set out at Item No. 3 for approval by the Members.

Mrs. R. Gomathi has been serving as the Managing Director since November 2020 on a monthly remuneration of ₹ 1,00,000/- (Rupees One Lakh only). The same remuneration is proposed for the renewed term. As the Company has reported losses for the financial year ended 31st March 2026, the payment of managerial remuneration is governed by Section II of Part II of Schedule V to the Companies Act, 2013.

Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2):

- She does not hold directorship in any listed entity other than this Company.
- Relatives on the Board: Mrs. Jayanthi Radhakrishnan (Managing Director), Mr. Edward M. Prabhakar (Director), and Mr. Akash Prabhakar (Director) are her relatives.

Directorships of Mrs. R. Gomathi in other companies:

| S. No. | Name of the Company | Designation / Position | Date of Appointment |
|---|---|---|---|
| 1 | Gokul Hospital Services Private Limited | Director | 22-02-2010 |
| 2 | Meenakshi Networks Private Limited | Director | 19-10-2012 |

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II, PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

**I. GENERAL INFORMATION**

- Nature of Industry: The Company operates in the healthcare delivery sector, managing and running a multi-speciality tertiary care hospital that provides comprehensive medical, surgical, and diagnostic healthcare services.
- Date or Expected Date of Commercial Production / Commencement: The Company was incorporated on 22nd August 1990 under the Companies Act, 1956. The Company is an established operational entity.
- 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:

*(As per audited financial statements)*

- **Financial Year 2025-26:**
  - Total Income: ₹ 3,815.66 Lakhs
  - Profit / (Loss) Before Tax: ₹ (114.68) Lakhs
  - Profit / (Loss) After Tax: ₹ (111.72) Lakhs
  - Total Comprehensive Income / (Loss): ₹ (118.81) Lakhs
  - Paid-up Share Capital: ₹ 746.89 Lakhs
  - Effective Capital: Negative (accumulated losses exceed paid-up capital and reserves).
- **Financial Year 2024-25:**
  - Total Income: ₹ 3,567.21 Lakhs
  - Profit / (Loss) Before Tax: ₹ (142.81) Lakhs
  - Profit / (Loss) After Tax: ₹ (137.37) Lakhs
  - Total Comprehensive Income / (Loss): ₹ (155.99) Lakhs

- Foreign Investments or Collaborations, if any: The Company has not entered into any foreign collaborations, nor does it have direct foreign institutional equity investments or foreign joint ventures as on 31st March 2026.

**II. INFORMATION ABOUT THE APPOINTEE**

- Background Details: Mrs. R. Gomathi (DIN: 02900460), aged 77 years, has been on the Board of Directors since 5th May 2018 and has served as Managing Director since 11th November 2020. She possesses vast experience in corporate affairs, office administration, operational oversight, and institutional governance within the healthcare management sector.
- Past Remuneration: Remuneration paid during FY 2024-25: ₹ 12.00 Lakhs per annum (₹ 1,00,000/- per month). Remuneration paid during FY 2025-26: ₹ 12.00 Lakhs per annum (₹ 1,00,000/- per month).
- Recognition or Awards: Under her leadership and stewardship, the hospital sustained continuity of operations, expanded outpatient and inpatient admissions, and maintained high regulatory compliance across clinical and administrative departments.
- Job Profile and her Suitability: Mrs. R. Gomathi, designated as Chairman and Managing Director, exercises substantial powers of management over the day-to-day affairs of the Company subject to the superintendence, guidance, control, and direction of the Board of Directors. She oversees administrative operations, vendor and community relations, regulatory coordination, and institutional alignment. Her long-standing familiarity with hospital operations, hands-on administration, and continuous guidance make her eminently suitable to lead the operations of the Company.
- Remuneration Proposed: Monthly remuneration of ₹ 1,00,000/- (Rupees One Lakh only), amounting to an aggregate basic remuneration of ₹ 12,00,000/- (Rupees Twelve Lakhs only) per annum, on the terms and conditions as set out in Item No. 3 of the Notice.
- Comparative Remuneration Profile with respect to industry, size of the company, profile of the position and person: Managerial remuneration in the healthcare delivery sector for executive management of comparable mid-sized standalone hospitals is substantially higher. The proposed basic remuneration of ₹ 1,00,000/- per month is modest, conservative, and fully commensurate with her responsibilities, operational scope, and the financial scale of the Company.
- Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:
    - She holds 100 equity shares in the Company.
    - Apart from the remuneration payable to her as Chairman and Managing Director, she has no other direct pecuniary relationship with the Company.
    - Inter-se relationship: Mrs. R. Gomathi is the mother of Mrs. Jayanthi Radhakrishnan (Managing Director), mother-in-law of Mr. Edward M. Prabhakar (Director), and grandmother of Mr. Akash Prabhakar (Director). Related party transactions involving her relatives/associated entities are executed in the ordinary course of business at arm's length as disclosed in Form AOC-2.

**III. OTHER INFORMATION**

- Reasons for Loss or Inadequacy of Profits: The Company experienced net operating losses primarily attributable to elevated fixed operating overheads, high clinician and skilled nursing retention costs, ongoing finance costs, and depreciation on specialized medical equipment. In addition, local catchment competition from corporate hospital chains has constrained margin expansion across routine clinical procedures.
- Steps Taken or Proposed to be Taken for Improvement:
    - Expansion of high-margin minimal-access surgical procedures, daycare admissions, and specialized outpatient clinics to improve operational bed occupancy and revenue per occupied bed.
    - Deepening institutional empanelments with leading Corporate Third-Party Administrators (TPAs) and health insurers to optimize patient footfall.
    - Implementing tight cost-containment across general procurement, diagnostic consumables, and utility management (including power load optimization and timer-based equipment controls).
    - Operational turnaround initiatives which narrowed the net loss from ₹ (137.37) Lakhs in FY 2024-25 to ₹ (111.72) Lakhs in FY 2025-26, alongside an increase in EBITDA from ₹ 64.89 Lakhs to ₹ 84.21 Lakhs.
- Expected Increase in Productivity and Profits in Measurable Terms: With operational revenues rising from ₹ 3,481.85 Lakhs to ₹ 3,703.90 Lakhs and inpatient volumes increasing from 2,551 to 2,852, management anticipates sustained top-line revenue growth in the range of 8% to 12% over the next two fiscal years. The cumulative impact of cost-rationalization and expanded procedural case mixes is aimed at achieving operational break-even and progressive net profit generation over the medium term.

**Memorandum of Interest:**

Mrs. R. Gomathi is interested in the resolution set out in Item No. 3 of the Notice. Mrs. Jayanthi Radhakrishnan (Managing Director), Mr. Edward M. Prabhakar (Director), and Mr. Akash Prabhakar (Director), along with their relatives, being related to Mrs. R. Gomathi, may be deemed to be concerned or interested in the resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

**Item No.4: Appointment of Mr. M Karunakaran (DIN: 11874200) as an Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 7, 2026, approved the appointment of Mr. M Karunakaran (DIN: 11874200) as an Additional Director in the category of Independent Director of the Company with effect from August 7, 2026, pursuant to Sections 149, 150, 152, and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto.

Pursuant to Section 161(1) of the Act, Mr. M Karunakaran holds office as an Additional Director up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. M Karunakaran for the office of Independent Director, along with the requisite deposit of ₹ 1,00,000/- (Rupees One Lakh only).

The Company has received from Mr. M Karunakaran:

1. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

2. Intimation in Form DIR-8 in terms of Section 164(2) of the Act confirming that he is not disqualified from being appointed as a Director;

3. A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); and

4. Confirmation that he is not debarred or restrained from holding the office of Director by virtue of any SEBI order or any other statutory authority.

The Nomination and Remuneration Committee and the Board have evaluated the balance of skills, knowledge, and experience on the Board, identified the role and capabilities required of an Independent Director, and concluded that Mr. M Karunakaran fulfills the conditions specified under the Act, the Rules framed thereunder, and the SEBI Listing Regulations, and is independent of the management.

Mr. M Karunakaran is not related to any Director or Key Managerial Personnel (KMP) of the Company and does not hold any equity shares in the Company, either in his individual capacity or on a beneficial basis for any other person.

The resolution proposes the appointment of Mr. M Karunakaran as an Independent Director of the Company for a first term of 5 (five) consecutive years, with effect from August 7, 2026 up to August 6, 2031, shall not be liable to retire by rotation.

A brief resume along with the necessary disclosures required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is annexed to this Notice.

The Board proposes the appointment of Mr. M Karunakaran as an Independent Director of the Company on such terms and conditions as prescribed in the resolution set out in Item No. 4 of the Notice. Considering that his rich experience and expertise will be of immense value to the Company, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members at the Annual General Meeting to be held on 30th September, 2026.

**Memorandum of Interest:**

Except Mr. M Karunakaran and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**Item No.5: Appointment of Mr A F Simeon Telfer (DIN 11879121) as a Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 11, 2026, approved the appointment of Mr. A F Simeon Telfer (DIN: 11879121) as an Additional Director in the category of Independent Director of the Company with effect from August 11, 2026, pursuant to Sections 149, 150, 152, and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto.

Further, based upon the review of the composition of the Board, its size, structure, skills, experience, the Board assessed that the Company presently has an adequate number of Independent Directors to effectively discharge the functions and responsibilities of the Board and its various Committees and to comply with the applicable requirements under the Companies Act, 2013 and the SEBI Listing Regulations. Therefore, the Board redesignated Mr. A F Simeon Telfer from “Non-Executive Independent Director” to “Non-Executive Non-Independent Director” with effect from 1st September 2026 with a view to appropriately align the composition and structure of the Board with the present requirements of the Company.

Pursuant to Section 161(1) of the Act, Mr. A F Simeon Telfer holds office as an Additional Director up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing the candidature of Mr. A F Simeon Telfer for the office of Director, along with the requisite deposit of ₹ 1,00,000/- (Rupees One Lakh only).

The Company has received from Mr. A F Simeon Telfer:

1. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

2. Intimation in Form DIR-8 in terms of Section 164(2) of the Act confirming that he is not disqualified from being appointed as a Director;

3. Confirmation that he is not debarred or restrained from holding the office of Director by virtue of any SEBI order or any other statutory authority.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

The Nomination and Remuneration Committee and the Board have evaluated and has recommended to the Board for appointment as a Director at the ensuing Annual General Meeting.

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

Mr. A F Simeon Telfer is not related to any Director or Key Managerial Personnel (KMP) of the Company and does not hold any equity shares in the Company, either in his individual capacity or on a beneficial basis for any other person.

**Memorandum of Interest:**
Except Mr. A F Simeon Telfer and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**Item No.6: Appointment of Mr R V Ramanuja Bharathi (DIN: 08553270) as a Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 11, 2026, approved the appointment of Mr. R V Ramanuja Bharathi (DIN: 08553270) as an Additional Director in the category of Independent Director of the Company with effect from August 11, 2026, pursuant to Sections 149, 150, 152, and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto.

Pursuant to Section 161(1) of the Act, Mr. R V Ramanuja Bharathi holds office as an Additional Director up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. R V Ramanuja Bharathi for the office of Independent Director, along with the requisite deposit of ₹ 1,00,000/- (Rupees One Lakh only).

The Company has received from Mr. R V Ramanuja Bharathi:

1. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

2. Intimation in Form DIR-8 in terms of Section 164(2) of the Act confirming that he is not disqualified from being appointed as a Director;

3. A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); and

4. Confirmation that he is not debarred or restrained from holding the office of Director by virtue of any SEBI order or any other statutory authority.

The Nomination and Remuneration Committee and the Board have evaluated the balance of skills, knowledge, and experience on the Board, identified the role and capabilities required of an Independent Director, and concluded that Mr. R V Ramanuja Bharathi fulfills the conditions specified under the Act, the Rules framed thereunder, and the SEBI Listing Regulations, and is independent of the management.

Mr. R V Ramanuja Bharathi is not related to any Director or Key Managerial Personnel (KMP) of the Company and does not hold any equity shares in the Company, either in his individual capacity or on a beneficial basis for any other person.

The resolution proposes the appointment of Mr. R V Ramanuja Bharathi as an Independent Director of the Company for a first term of 5 (five) consecutive years, with effect from August 11, 2026 up to August 10, 2031, shall not be liable to retire by rotation.

A brief resume along with the necessary disclosures required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is annexed to this Notice.

The Board considers that his rich experience and expertise will be of immense value to the Company and recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

**Memorandum of Interest:**
Except Mr. R V Ramanuja Bharathi and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No.7: Appointment of Ms. Sindu Chawla (DIN: 11879201) as a Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 11, 2026, approved the appointment of Ms. Sindu Chawla (DIN: 11879201) as an Additional Director in the category of Independent Director of the Company with effect from August 11, 2026, pursuant to Sections 149, 150, 152, and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto.

Further, based upon the review of the composition of the Board, its size, structure, skills, experience, the Board assessed that the Company presently has an adequate number of Independent Directors to effectively discharge the functions and responsibilities of the Board and its various Committees and to comply with the applicable requirements under the Companies Act, 2013 and the SEBI Listing Regulations. Therefore, the Board redesignated Ms. Sindu Chawla from “Non-Executive Independent Director” to “Non-Executive Non-Independent Director” with effect from 1st September 2026 with a view to appropriately align the composition and structure of the Board with the present requirements of the Company.

Pursuant to Section 161(1) of the Act, Ms. Sindu Chawla holds office as an Additional Director up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing the candidature of Ms. Sindu Chawla for the office of Director, along with the requisite deposit of ₹ 1,00,000/- (Rupees One Lakh only).

The Company has received from Ms. Sindu Chawla:

1. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

2. Intimation in Form DIR-8 in terms of Section 164(2) of the Act confirming that she is not disqualified from being appointed as a Director;

3. Confirmation that she is not debarred or restrained from holding the office of Director by virtue of any SEBI order or any other statutory authority.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

The Nomination and Remuneration Committee and the Board have evaluated and has recommended to the Board for appointment as a Director at the ensuing Annual General Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Ms. Sindu Chawla is not related to any Director or Key Managerial Personnel (KMP) of the Company and does not hold any equity shares in the Company, either in her individual capacity or on a beneficial basis for any other person.

**Memorandum of Interest:**

Except Ms. Sindu Chawla and her relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No.8: Appointment of Mr. T. Murugan, Practicing Company Secretary as Secretarial Auditor**

Pursuant to Section 204 of the Companies Act, 2013 (‘the Act’), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act.

Further, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, a listed entity is required to appoint a Secretarial Auditor for a period not more than one term of five consecutive years in case of an individual and for a period not more than two terms of five consecutive years in case of a firm. Further, such appointment shall be approved by the shareholders in its Annual General Meeting.

Accordingly, the Board of Directors at their meeting held on 13th August, 2025, based on the recommendation of the Audit Committee, after considering various factors such as industry experience, independence, audit team etc., have recommended the appointment of Mr. T. Murugan, Practicing Company Secretary having registration number C.P No.4393, peer review certificate No.1961/2022, for the FY 2026-27 to the members for approval.

The Company has received written consent from Mr. T. Murugan, Practicing Company Secretary confirming their eligibility and willingness to be appointed as the Secretarial Auditor of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditor in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations. Mr. T. Murugan, Practicing Company Secretary do not have any financial interest in or in association with the Company, which may lead to conflict of interest. Further, no orders have been passed against Mr. T. Murugan, Practicing Company Secretary by ICSI/SEBI/MCA/any other competent authority/court, in the past five years.

The Board of Directors, in consultation with the Audit Committee, are authorised to fix the remuneration payable to Mr. T. Murugan, Practicing Company Secretary, for the subsequent years. Besides the secretarial audit services, the Company may also obtain certifications from Mr. T. Murugan, Practicing Company Secretary under various statutes/regulations and other permissible non-secretarial audit services/certifications as required from time to time. The Board of Directors, in consultation with the Audit Committee, are authorised to fix the fee payable for these services to Mr. T. Murugan, Practicing Company Secretary, on mutually agreed terms. The Company will not avail any services from the Secretarial Auditor, which is prohibited under the Listing Regulations read with SEBI circular dated 31 December 2024. Pursuant to Regulation 24A of the Listing Regulations, approval of the members is required for appointment of the Secretarial Auditor. Accordingly, approval is sought for appointment of Mr. T. Murugan, Practicing Company Secretary as Secretarial Auditor of the Company.

**Memorandum of Interest:**
None of the Directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set forth in item no.8 of the Notice.

Accordingly, the Board of Directors recommends the aforesaid appointment to the members for their approval by way of an Ordinary Resolution, as set out at item no. 8 of the Notice.

## ANNEXURE

Disclosure under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI (Items 2 to 7)

| Name of the Director | Mrs. R Gomathi | Mr. Edward M Prabhakar | Mr. M Karunakaran |
|---|---|---|---|
| **DIN** | 02900460 | 11237027 | 11874200 |
| **Date of Birth and Age** | 23/08/1949; 77 years | 23/02/1974; 52 years | 30/08/1953; 73 years |
| **Date of First Appointment on the Board** | Appointed as an Additional Director of the Company w.e.f. 5th May 2018 and appointed as Director at the Annual General Meeting held on 28th September, 2018. | Appointed as an Additional Director w.e.f. August 13, 2025 and appointed as Director at the Annual General Meeting held on 30th September, 2025. | Appointed as an Additional Director (Independent) w.e.f. August 7, 2026 |
| **Qualifications** | S.S.LC. | Bachelor of Engineering at Madras University | B.L. from Madras University |
| **Experience and expertise in specific functional area** | Expertise in specific General Functional area: Vast experience in corporate matters, General Office | Has over 30 years of experience in technological and leadership, Informational Technology. Worked in various domains | Seasoned banking professional with 34 years of industry experience and a qualified lawyer specializing in labour |

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| | Management and Administration. | including like Banking, Payroll, Consultancy etc. Experienced in Cloud and Application Architecture, Application Development and Technical Leadership. | law, offering deep expertise in statutory compliance, industrial relations, and corporate governance. |
| **Justification for Performance and Contribution to the Board** | Mrs. R. Gomathi has served on the Board since May 2018 and has led the executive management of the Company as Managing Director since November 2020. Under her institutional stewardship, the hospital has sustained business continuity, expanded inpatient admissions from 2,551 to 2,852, enhanced outpatient footfalls, and narrowed operating losses from ₹(137.37) Lakhs in FY 2024–25 to ₹(111.72) Lakhs in FY 2025–26, resulting in an EBITDA improvement to ₹84.21 Lakhs. She brings deep acumen in general administration, community relations, vendor coordination, and healthcare governance. In the annual performance evaluation conducted by the Board and the Nomination & Remuneration Committee, her leadership, active attendance (attending all | Mr. Edward M. Prabhakar brings over 30 years of extensive leadership and technological expertise across enterprise architecture, cloud infrastructure, and administrative systems. During his tenure on the Board and as a member of the Stakeholders Relationship Committee, he has provided valuable strategic guidance on digital system integration, operational cybersecurity, and internal controls. In the annual Board evaluation, his active participation, objective judgment, and committee oversight were recognized as effective and beneficial to the Company. The Board considers that his continued association will provide significant technical and governance oversight, and recommends his re-appointment. | Not Applicable |

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| | 6 Board meetings during FY 2025–26), and strategic oversight over cost-rationalization were recognized as critical to the ongoing operational turnaround. Despite having attained the age of 77 years, she remains actively engaged in executive functions, and the Board considers her continued leadership, institutional memory, and guidance to be indispensable for achieving operational break-even and long-term financial stability. | | |
| **Shareholding in the Company as on date of Notice** | 100 Shares | NIL | NIL |
| **Remuneration Proposed to be paid (excluding sitting fees)** | Rs 1,00,000 per month | NIL | NIL |
| **Terms and conditions of appointment** | As per the resolution at Item No. 3 of the Notice convening the Annual General Meeting on September 30, 2026 read with the Explanatory Statement thereto, the appointment of Mrs R Gomathi as Chairman and Managing Director for a period of 3 years w.e.f 11th November, 2026 - not liable to retire by rotation is proposed for the approval of members. | As per the resolution at Item No. 2 of the Notice convening the Annual General Meeting on September 30, 2026, Mr. Edward M Prabhakar offers himself to be appointed as Non-Executive Director and Non – Independent Director liable to retire by rotation. | As per the resolution at Item No. 4 of the Notice convening the Annual General Meeting on September 30, 2026, read with the Explanatory Statement thereto, the appointment of Mr M Karunakaran as Independent Director for a period of 5 years w.e.f 7th August, 2026 - not liable to retire by rotation is proposed for the approval of members. |

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| **Inter-se relationships between**<br>**• Directors;**<br>**• Manager;**<br>**• Key Managerial Personnel** | Mrs. R. Gomathi (DIN: 02900460) is the wife of (Late) A.N. Radhakrishnan, Non-Executive Director of the Company. She is the mother of Mrs. Jayanthi Radhakrishnan, the Managing director and Mother-in-law of Mr Edward M Prabhakar. | Son-in-law of Mrs. R. Gomathi, Chairman and Managing Director, Husband of Mrs. Jayanthi Radhakrishnan, Managing Director and Father of Mr. Akash Prabhakar, Director | NIL |
| **Number of Meetings of the Board attended during FY 2025-2026** | 6 (Six) | 4 (Four) | Not Applicable |
| **Chairperson/ Membership of the Statutory Committee(s) of Board** | NIL | NIL | 1. Chairperson of Audit Committee<br>2. Member of Stakeholders Relationship Committee |
| **Other Companies in which he / she is a Director** | 1. Gokul Hospital Services Private Limited<br>2. Meenakshi Networks Private Limited | 1. Jaguar Techsol Private Limited<br>2. Snow Leopard Logistics Private Limited<br>3. Madrid Construction Services Private Limited | NIL |
| **Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which he / she is a Director** | NIL | NIL | NIL |
| **Names of Listed Entities from which the Director has resigned in the past 3 years** | NIL | NIL | NIL |

| Name of the Director | Mr A F Simeon Telfer | Mr R V Ramanuja Bharathi | Ms Sindu Chawla |
|---|---|---|---|
| **DIN** | 11879121 | 08553270 | 11879201 |
| **Date of Birth and Age** | 25/09/1999; 26 years | 06/02/1991; 35 years | 05/11/1975; 50 years |
| **Date of First Appointment on the Board** | Appointed as an Additional Director (Independent) w.e.f August 11, 2026 *[Redesignated as Non-Executive Non-Independent Director w.e.f. 1st September 2026]* | Appointed as an Additional Director (Independent) w.e.f August 11, 2026 | Appointed as an Additional Director (Independent) w.e.f August 11, 2026 *[Redesignated as Non-Executive Non-Independent Director w.e.f. 1st September 2026]* |
| **Qualifications** | MBA from NMIMS School of Business Management | BABL (Hons) from Saveetha School of Law | BE (Electronics and communication) from PSG College of Technology, Coimbatore |
| **Experience and expertise in specific functional area** | Seasoned professional and entrepreneur with extensive experience in business development, strategic planning, revenue growth, venture execution, and corporate governance. Demonstrating proven leadership throughout their career. Successfully launched and scaled ventures, optimized operational efficiencies, and navigated market challenges to achieve key organizational objectives with innovation and integrity. | Distinguished advocate in active practice with extensive experience in legal strategy, litigation management, dispute resolution, constitutional matters, statutory compliance, and corporate law. Demonstrating proven leadership throughout their career. Successfully represented clients across diverse judicial and quasi-judicial forums, resolved complex legal disputes, and protected key organizational interests with integrity and professionalism. | Distinguished software engineering leader with over 15 years of extensive experience in computer networking, protocol development, network architecture, and comprehensive software testing. Demonstrating proven leadership throughout their career. Successfully architected scalable network solutions, led cross-functional engineering teams, and delivered mission-critical software products with high reliability, |

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| | | | precision, and technical excellence. |
| **Shareholding in the Company as on date of Notice** | NIL | NIL | NIL |
| **Remuneration Proposed to be paid (excluding sitting fees)** | NIL | NIL | NIL |
| **Terms and conditions of appointment** | As per the resolution at Item No. 5 of the Notice convening the Annual General Meeting on September 30, 2026, read with the Explanatory Statement thereto, the appointment of Mr A F Simeon Telfer as Non Executive Non Independent Director w.e.f. 11th August, 2026 - liable to retire by rotation is proposed for the approval of members. | As per the resolution at Item No. 6 of the Notice convening the Annual General Meeting on September 30, 2026, read with the Explanatory Statement thereto, the appointment of Mr R V Ramanuja Bharathi as Independent Director for a period of 5 years w.e.f. 11th August, 2026 - not liable to retire by rotation is proposed for the approval of members. | As per the resolution at Item No. 7 of the Notice convening the Annual General Meeting on September 30,2026, read with the Explanatory Statement thereto, the appointment of Ms Sindu Chawla as Non Executive Non Independent Director w.e.f. 11th August, 2026 - liable to retire by rotation is proposed for the approval of members. |
| **Inter-se relationships between<br>• Directors;<br>• Manager;<br>• Key Managerial Personnel** | NIL | NIL | NIL |
| **Number of Meetings of the Board attended during FY 2025-2026 as on date of Notice** | Not Applicable | Not Applicable | Not Applicable |
| **Chairperson/ Membership of the Statutory Committee(s) of Board** | NIL | 1. Chairperson of Stakeholders Relationship Committee | NIL |

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| | | 2. Member of Nomination and Remuneration Committee | |
| **Other Companies in which he / she is a Director** | NIL | Designated Partner of Orange and Grey Business Support LLP | NIL |
| **Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which he / she is a Director** | NIL | NIL | NIL |
| **Names of Listed Entities from which the Director has resigned in the past 3 years** | NIL | NIL | NIL |