

SCRUTINIZER'S REPORT

To,
The Chairman,
Regency Hospital Limited,
A-2 Sarvodaya Nagar
Kanpur-208005

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting and by Polling Papers/e-voting during the AGM pursuant to provisions of section 108 of the Companies Act, 2013 ("Act") and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("Rules") for the 36th Annual General Meeting (AGM) of Regency Hospital Limited [CIN: U85110UP1987PLC008792] held on Monday, 29th September, 2025 at 11.00 a.m. at the Registered Office A-2 Sarvodaya Nagar, Kanpur, Uttar Pradesh-208005, India ("Meeting or AGM").

1. I, C.S. Surendra Kumar Sahu, Company Secretary in practice, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the process of voting through electronic means and Polling Papers on the resolutions contained in the Notice of Thirty –Sixth Annual General Meeting of the members of the Company held on Monday, 29th September, 2025 at the Registered Office A-2, Sarvodaya Nagar, Kanpur, Uttar Pradesh-208005, India.
2. The Notice of 36th AGM dated 4th September 2025 along with statement setting out material facts under Section 102 of the Act was sent through electronic mode to those members whose email addresses are registered with the Company/ Depositories,
3. Post-dispatch of the Annual Report along with the Notice, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on 07th Sept. 2025 in "Financial Express" (English) and on 7th Sept. 2025 in "Jansatta" (Hindi) respectively including electronic editions.
4. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:



- a. process of e-voting done remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- b. process of voting at the AGM through physical Polling process and e-voting at the AGM through electronic voting system ("e-voting at Meeting") at the time of poll at the AGM.

5. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of:

(i) the Act and the Rules made there under; and

(ii) the MCA Circulars; on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

6. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at Meeting) and physical Polling process at the time of poll at the AGM is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by E-voting website of National Securities Depository Limited ("NSDL") [<https://www.evoting.nsdl.com>], the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company for my verification.

7. Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., 22nd September, 2025 were entitled to vote on the resolutions (item nos. 1, 2, 3, 4, 5, 6, 7, 8, and 9 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.



8. Remote e-voting process:-

- I. The Company appointed NSDL as the agency for providing the platform for remote e-voting and e-voting at the AGM.
- II. The remote e-voting period remained open from 25th September, 2025 (9:00 a.m. IST) to 28th September, 2025 (5:00 p.m. IST) and the Shareholders were required to cast their vote electronically conveying their assent or dissent in respect of resolutions on the remote e-voting platform provided by NSDL,
- III. At the Annual General Meeting held on Monday, 29th September, 2025, the Chairman of the Annual General Meeting (AGM) provided polling papers to enable those shareholders who did not cast their votes by the remote E-voting facility in respect of the resolutions (Item No. 1 to 9 set out in the notice of the Annual General Meeting of the company), to cast their vote at the said AGM
- IV. The votes cast were unblocked on 29th September 2025 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company and/ or Agency engaged for e-voting.

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" or abstained on each of the resolutions that was put to vote, were generated from the e-voting website of National Securities Depository Limited ("NSDL") [<https://www.evoting.nsdl.com>]. Based on the report generated and relied upon by me, data regarding the remote e-voting was scrutinized.

9. Voting process at the AGM:-

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL.



- ii. The e-voting system was scrutinized and e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ RTA,
- iii. The e-votes cast were unblocked on 29th September 2025 after the conclusion of the AGM.
- iv I have recorded details of all the votes casted by the shareholders through remote E-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.
- iv. Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or against" each resolution that was put to vote were generated from E-voting website of National Securities Depository Limited ("NSDL") [<https://www.evoting.nsdl.com>].
10. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting and voting by Polling papers at the Meeting, based on the reports generated by "NSDL" scrutinized and relied upon by me as under:-

Item No. 1 – Adoption of financial statements

To consider and adopt (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, pass the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2025, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Mode of voting	Votes in favour			Votes against			Abstained/(Invalid) Votes [§]
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes	Number of members No. of votes



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Company Secretaries

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						cast	
Remote E-voting	12	143174332	100	1	45	0	0
Poll	33	24625	100	0	0	0	0
Total	45	143198957		1	45	0	0

Item No. 2 – Re-appointment of Director

To appoint a Director in place of Mr. Anil Wadhwa (DIN: 08074310), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

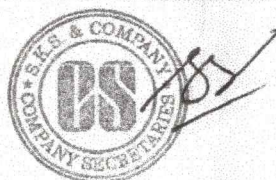
“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Wadhwa (DIN: 08074310), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company

Mode of voting	Votes in favour			Votes against			Abstained/(Invalid) Votes ⁵
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members No. of votes
Remote E-voting	12	143174332	100	1	45	0	0
Poll	33	24625	100	0	0	0	0
Total	45	143198957		1	45	0	0

Item No. 3 – Appointment of Statutory Auditors of the Company

To appoint M/s. S. N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N / N 500045) as the Statutory Auditors of the Company and, in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. S. N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N / N 500045) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the



conclusion of the 36th Annual General Meeting (AGM) until the conclusion of the 41st AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized 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 and for matters concerned or incidental thereto.”

Mode of voting	Votes in favour			Votes against			Abstained/(Invalid) Votes ⁵
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members No. of votes
Remote E-voting	12	143174332	100	1	45	0	0
Poll	33	24625	100	0	0	0	0
Total	45	143198957		1	45	0	0

Item No. 4 – Ratification of Remuneration to Cost Auditors

To ratify the remuneration payable to Mr. Rishi Mohan Bansal, Cost Accountants (Registration No.: 102056), Cost Auditors of the Company for the financial year ending 31 March 2026 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Mr. Rishi Mohan Bansal, Cost Accountants (Registration No.: 102056), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending 31 March 2026, amounting to Rs. 30,000 (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized 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 and for matters concerned or incidental thereto.”

Mode of voting	Votes in favour	Votes against	Abstained/(Invalid) Votes ⁵
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	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members	
							No. of members	No. of votes
Remote E-voting	12	143174332	100	1	45	0		0
Poll	33	24625	100	0	0	0		0
Total	45	143198957		1	45	0		0

Item No. 5 – Regularization of Appointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) as an Independent Director of the Company

To regularize the appointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) as an Independent Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Ajay Kumar Saraogi (DIN: 00130805), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 28, 2025, who meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years with effect from the date of this AGM, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized 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 and for matters concerned or incidental thereto.”

Mode of voting	Votes in favour			Votes against			Abstained/(Invalid) Votes [§]
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	
Remote E-voting	12	143174332	100	1	45	0	0
Poll	33	24625	100	0	0	0	0



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Total	45	143198957		1	45	0	0
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Item No. 6 – Proposal for earmarking of Share Capital for future Employee Stock Option Plan (“ESOP”)

To approve the proposal for earmarking of Share Capital for future Employee Stock Option Plan (“ESOP”), in this regard, to consider and if thought fit, to pass the following resolution as an **Special Resolution**:

“RESOLVED THAT in anticipation of implementing an Employee Stock Option Scheme (“ESOP Scheme”) in the future, the approval of the Shareholders be and is and hereby accorded to earmark up to 14,83,636 equity shares, representing 1% (One Percent) of the Company’s issued and paid-up equity share capital post ESOP issuance;

RESOLVED FURTHER THAT this earmarking is made solely as an enabling provision and does not constitute the adoption, approval, or implementation of any ESOP Scheme at this stage. A detailed ESOP Scheme shall be separately formulated and placed before the shareholders for approval, in compliance with applicable laws, at the appropriate time;

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to recommend the detailed ESOP Scheme to the shareholders for its consideration, all in compliance with applicable laws.”

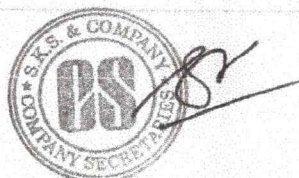
Mode of voting	Votes in favour			Votes against			Abstained/(Invalid) Votes [§]
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members No. of votes
Remote E-voting	10	112272724	100	2	135	0	1 30901518
Poll	33	24625	100	0	0	0	30901518
Total	43	143198957		2	135	0	0

[§] One member holding 30901518 shares abstained from voting on this resolution.

Item No. 7 – Revision in Remuneration of Dr. Atul Kapoor, Managing Director of the Company

To increase the remuneration of Dr. Atul Kapoor, Managing Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197, and 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies



[Appointment and Remuneration of Managerial Personnel] Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, based on the recommendation of Nomination and Remuneration Committee and Audit Committee and based on the approval of the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby given to revise and increase the remuneration to Dr. Atul Kapoor, the Managing Director of the Company from Rs.1,325,000 (Rupees Thirteen lakhs twentyfive thousand only) to Rs.1,523,750 (Rupees Fifteen lakhs twenty three thousand seven hundred fifty only) on monthly basis with effect from 1st April 2025 along with such other perquisites in accordance with the Company rules.

RESOLVED FURTHER THAT the aforesaid remuneration may be increased by up to 12% (twelve percent) per annum on an annual basis with effect from 1st April 2026.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized 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 and for matters concerned or incidental thereto.”

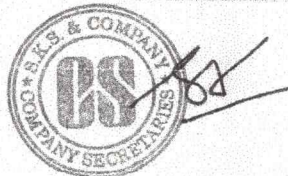
Mode of voting	Votes in favour			Votes against			(Abstained + Invalid) Votes ⁵
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members No. of votes
Remote E-voting	4	66674313	100	2	135	0	7 76499929
Poll	33	24625	100	0	0	0	0
Total	37	66698938		2	135	0	76499929

\$ 4 members being related person holding 6622542 shares voted on the resolution are invalid votes and 3 other related parties holding 69877387 shares abstained from voting, Total Invalid and abstained votes are 76499929.

Item No. 8 – Revision in Remuneration of Dr. Rashmi Kapoor, Whole Time Director of the company

To increase the remuneration of Dr. Rashmi Kapoor, Whole Time Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197, and 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 including any statutory



modification(s) or re-enactment thereof, for the time being in force, based on the recommendation of Nomination and Remuneration Committee and Audit Committee and based on the approval of the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby given to revise and increase the remuneration to Dr. Rashmi Kapoor, the While Time Director of the Company

from Rs.770,000/- (Rupees Seven lakhs seventy thousand only) to Rs.827,750/- (Rupees Eight lakhs twenty-seven thousand seven hundred fifty only) on monthly basis with effect from 1st April 2025 along with such other perquisites in accordance with the Company rules.

RESOLVED FURTHER THAT the aforesaid remuneration may be increased by up to 12% (twelve percent) per annum on an annual basis with effect from 1st April 2026.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized 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 and for matters concerned or incidental thereto.”

Mode of voting	Votes in favour			Votes against			(Abstained + Invalid) Votes [§]
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members No. of votes
Remote E-voting	4	66674313	100	2	135	0	7 76499929
Poll	33	24625	100	0	0	0	0
Total	37	66698938		2	135	0	76499929

§ 4 members being related person holding 6622542 shares voted on the resolution are invalid votes and 3 other related parties holding 69877387 shares abstained from voting, Total Invalid and abstained votes are 76499929.

Item No. 9 – Revision in Remuneration of Mr. Abhishek Kapoor, Chief Executive Officer of the Company

To increase the remuneration of Mr. Abhishek Kapoor, Chief Executive Officer of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013



including statutory modification(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of Nomination and Remuneration Committee and Audit Committee and based on the approval of the Board of Directors of the Company, the approval of the shareholders of the Company be and is hereby accorded to revise and increase the remuneration to Mr. Abhishek Kapoor, being relative of Dr. Atul Kapoor, Managing Director and Dr. Rashmi Kapoor, Whole Time Director, holding office as

“Chief Executive Officer” from Rs.851,500 (Rupees Eight lakhs fifty-one thousand five hundred only) to Rs.979,225 (Rupees Nine lakhs seventy-nine thousand two hundred twenty five only) on monthly basis with effect from 1st April 2025 along with such other perquisites in accordance with the Company rules.

RESOLVED FURTHER THAT the aforesaid remuneration may be increased by up to 12% (twelve percent) per annum on an annual basis with effect from 1st April 2026.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized 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 and for matters concerned or incidental thereto.”

Mode of voting	Votes in favour			Votes against			(Abstained + Invalid) Votes [§]
	No. of members who voted	No. of votes cast	% of total no. of votes cast	No. of members who voted	No. of votes cast	% of total no. of votes cast	Number of members No. of votes
Remote E-voting	4	66674313	100	2	135	0	7 76499929
Poll	33	24625	100	0	0	0	0
Total	37	66698938		2	135	0	76499929

§ 4 members being related person holding 6622542 shares voted on the resolution are invalid votes and 3 other related parties holding 69877387 shares abstained from voting, Total Invalid and abstained votes are 76499929.

11. The electronic data and Polling papers and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Yogi Srivastava, Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

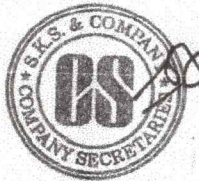
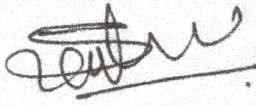
12. This report is issued in accordance with the terms of the Engagement Letter.



13. Restriction on Use

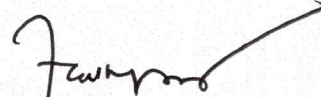
This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Yours Faithfully
For S K S & CO.
Company Secretaries



(SURENDRA KUMAR SAHU)
Practicing Company Secretary
F.C.S. – 5182
C.P. 4040
Peer Review No. 1551/2021

Countersigned by Chairman of Meeting



(DR. ATUL KAPOOR)
(Chairman elected at AGM)

Date: 30.09.2025
Place: Kanpur

UDIN: F005182G001403612