



December 22, 2022

Ref:- GH/2022-23/EXCH/0013

The General Manager
Dept. of Corporate Services
BSE Limited,
P J Towers, Dalal Street,
Mumbai - 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 543654

Symbol: MEDANTA

Sub: Outcome of Board Meeting dated December 22, 2022

Ref: Compliances under Reg 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

With reference to the above, please take note that the Board of Directors in their meeting held today i.e December 22, 2022 has approved the following item(s) :

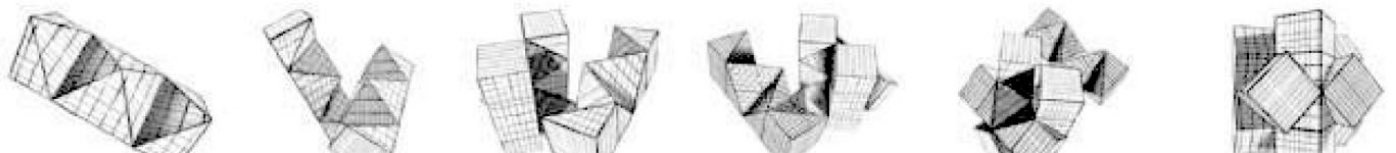
- a) Amendment in Articles of Association of the Company.
Brief description of amendment is annexed herewith as **Exhibit-A**
- b) Appointment of Mr. Pankaj Prakash Sahni (DIN:07132999) as Additional Director and Whole Time Director, for a period of Five (5) Years with effect from 1st January, 2023.

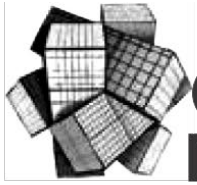
Mr. Pankaj Sahni is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such Authority.

Details as required under Regulation 30 of the SEBI LODR Regulations are attached herewith as **Exhibit-B**

- c) Ratification of ESOP 2016 Scheme and ESOP 2021 Scheme of the Company.

Please also take note that the above are subject to approval of Shareholders proposed to be obtained by means Postal Ballot process, the Notice of which, will be sent to all the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from Depositories, as on Friday, 16th December, 2022 ('cut-off date').



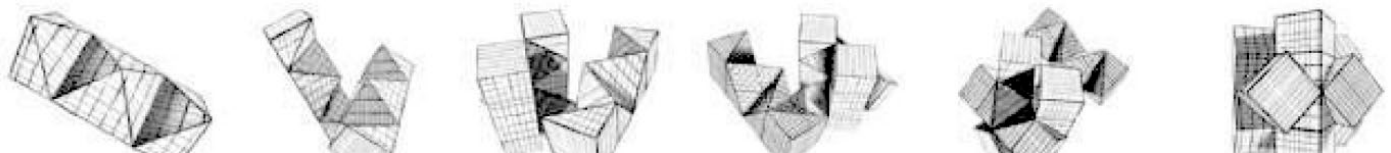


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In addition, the Board also rationalised the list of Key Managerial Personnel to consist of Chairman & Managing Director, Group Chief Executive Officer, Group Chief Financial Officer and Company Secretary.

For Global Health Limited

Rahul Ranjan
Company Secretary & Compliance Officer
M. No. A17035



Brief description of amendment of Article of Association (AOA)

Prior to the listing of Equity Shares of the Company, the AOA consisted of two parts, Part I and Part II which, unless otherwise requires, co-existed until the listing of the Company:

- i) Part I: AOA to govern listed Company's norms.
- ii) Part II: the AOA to govern unlisted company and various shareholders rights

Upon Listing, Part II of the AOA had automatically terminated and cease to have any force and only Part I is prevailing AOA of the Company.

The Board, subject to the approval of Shareholders, has formally adopted the new AOA i.e Part I only and in particular recommended for approval the Article 111(b), which reads as follows:

(b) Director nomination rights:

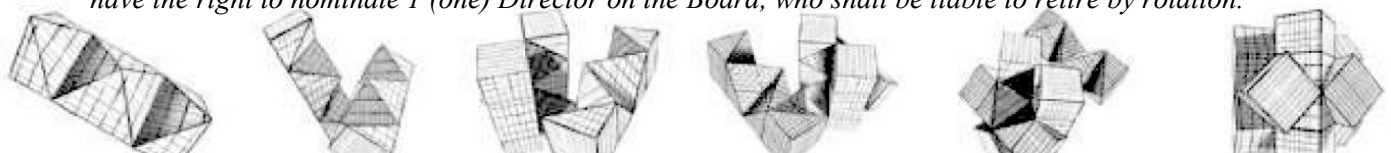
(1) So long as the NT Group cumulatively holds:

- i) not less than 16% of the Equity Share capital of the Company, the NT Group shall have the right to nominate 3 (three) nominee Directors on the Board or a majority of the non-independent directors on the Board, whichever is higher, of which up to 2 (two) Directors may be executive or whole-time Directors and not liable to retire by rotation;*
- ii) not less than 8% but less than 16% of the Equity Share capital of the Company, the NT Group shall have the right to nominate 2 (two) nominee Directors on the Board who may be executive or whole-time Directors and not liable to retire by rotation; and*
- iii) not less than 4% but less than 8% of the Equity Share capital of the Company, the NT Group shall have the right to nominate 1 (one) nominee Director on the Board who may be an executive or whole-time Director and not liable to retire by rotation.*

(2) Until such time that Dunearn and/or its Affiliates cumulatively hold at least 7% of the equity share capital on a fully diluted basis, it shall be entitled to nominate 1 (one) nominee Director on the Board who shall be a non-executive Director. The nominee Director shall be liable to retire by rotation but shall be entitled to be re-nominated if so nominated afresh by Dunearn.

Dunearn (together with its Affiliates) shall be entitled to transfer its rights under this Article 111(b)(2) to any of its Affiliates. For the purpose of this Article 111(b)(2), the term "Affiliate" shall mean in relation to Dunearn, any entity in which Dunearn has a controlling interest or which is under the direct/indirect control of Dunearn or which directly/indirectly controls Dunearn or which is directly/indirectly under common control with Dunearn.

(3) So long as RJ Corp holds not less than 4% of the equity share capital of the Company, RJ Corp shall have the right to nominate 1 (one) Director on the Board, who shall be liable to retire by rotation.





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(4) So long as SS holds at least 7% of the equity share capital of the Company, SS shall have the right to nominate 1 (one) Director on the Board, who shall be liable to retire by rotation but shall be entitled to be re-nominated.

(5) Subject to Article 111(b)(1), as long as the NT Group holds not less than 4% of the Equity Share capital of the Company, the Chairman of the Company and of the Board, and the Managing Director shall be Dr. Naresh Trehan or a nominee of the NT Group.

(6) Any Shareholder entitled to nominate a person as Director will be entitled to remove any such Director by notice to that Director and to the Company and/or fill any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director nominated by such Shareholder so as to maintain a Board consisting of the number of nominees specified in this Article 111(b).

(7) The rights of the NT Group, Dunearn, RJ Corp and SS under this Article 111(b) may be exercised post-listing of the Equity Shares on the stock exchanges pursuant to an initial public offering subject to such rights being approved by the Shareholders through a Special Resolution at the first General Meeting convened post-listing of the Equity Shares, in accordance with applicable Law

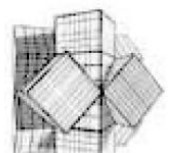
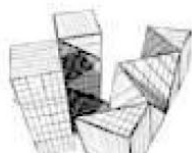


Exhibit-B

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

S. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment of Mr. Pankaj Prakash Sahni as an Additional Director and Whole time Director.
2.	Date of appointment/cessation (as applicable) & term of appointment;	The appointment of Mr. Sahni shall be effective from 1 st January, 2023 for period of 5 Years and is subject to the approval of Shareholders, to be designated as ' Group CEO & Director '. The office of Mr. Shani shall be liable to retire by rotation.
3.	Brief profile;	<p>Mr. Sahni holds a master's degree in business administration from J. L. Kellogg School of Management, Northwestern University, USA and a bachelor's degree in mathematics from St. Stephen's College, University of Delhi, India. Mr. Sahni has passed the final examination held by ICAI. Prior to joining the Company, he worked as an Associate Principal at McKinsey & Company.</p> <p>Mr. Sahni is currently associated as the Group Chief Executive Officer of the Company.</p>
4.	Disclosure of relationships between directors.	Mr. Pankaj Prakash Sahni is son in law of Dr. Naresh Trehan, Chairman & Managing Director of the Company.

