



Global Health L i m i t e d

November 9, 2023

Ref:- GH/2023-24/EXCH/73

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 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir(s),

We would like to inform you that the Board of Directors of Global Health Limited ('GHL/Company') at its meeting held today i.e. *Thursday, November 9, 2023*, inter-alia, has approved the Unaudited Standalone and Consolidated Financial Results of the Company for the Quarter and Half year ended September 30, 2023 ('Results').

The certified copies of Results along with Limited Review Reports from the Statutory Auditors M/s Walker Chandok & Co LLP, Chartered Accountants thereon, are enclosed herewith as Exhibit, pursuant to Regulation 33 of the Listing Regulations.

Accordingly, the Trading Window will open after 48 hours from the declaration of above Results, to the Stock Exchanges.

Further, in continuance with our earlier intimation dated August 10, 2023, Re. development of a 400 bed multi-specialty hospital in Delhi along with M/s DLF Limited, please note that, the Board of Directors of the Company at its meeting held today has approved execution of definitive agreement (s) along with other papers necessary for jointly incorporation of Special Purpose Vehicle (SPV) with M/s DLF Limited. The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are provided in Annexure A.

The meeting of the Board of Directors commenced at 10.30 A.M. and concluded at 12:10 PM

Thanking You,

For Global Health Limited


Rahul Ranjan
Company Secretary & Compliance Officer
M. No. A17035
Encl: A/A

Annexure A

Disclosure pursuant to Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	DLF Limited, a company incorporated under the Companies Act, 1956, having its registered office at Shopping Mall, 3 rd Floor, Arjun Marg, Phase I DLF City, Gurgaon, Haryana 122002.
2.	Purpose of entering into the agreement	Under the definitive agreement, the Company and DLF Limited will jointly incorporate a Special Purpose Vehicle ("SPV") in the form of public limited company to design, construct, develop, equip, operate and manage super specialty hospitals, clinics and health care centres with other related ancillary medical facilities and services. The Company and DLF Limited would subscribe 50% stake each in the proposed SPV.
3.	Shareholding, if any, in the entity with whom the agreement is executed	NIL
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Significant terms of the Agreements are :</p> <p>(i) SPV to be jointly incorporated by the Company and DLF Limited public limited company.</p> <p>(ii) Shareholding: SPV will have 50:50 equity shareholding of the Company and DLF Limited on a Fully Diluted Basis</p> <p>(iii) Initial Subscribed Capital: Rs. 20,00,000/- or such other nominal amount as may be mutually agreed.</p> <p>(iv) Board Composition:</p> <p>a) Minimum 06 directors - 03 GHIL Nominee Directors (at least 1 shall be an Executive Director) and 03 DLF Nominee Directors, (all will be Non-Executive Directors).</p> <p>b) Until Dr. Trehan/ his affiliates (i.e., family, entities controlled by them and family trust, if any) continue to hold or control 16% of the shareholding of GHIL, GHIL Nominee Director will be the chairperson of the SPV and will have the casting vote which are not Reserved Matters.</p>



Global Health L i m i t e d

		<p>c) In the event Dr Trehan's/ his affiliates' shareholding in GHIL drops below 16% but DLF continues to hold 50% shareholding in the SPV, then, a DLF Nominee Director will be the chairperson of the SPV. However, such chairperson will not have the right to a casting vote.</p> <p>d) In the event the shareholding of Dr. Trehan/ his affiliates in GHIL falls below 16% and DLF's shareholding in the SPV falls below 50%, then, the Board of the SPV will appoint the chairperson of the SPV. Such chairperson will not have the right to a casting vote.</p> <p>(v) Reserved Matters: Reserved Matters will require the approval of both Parties before it is introduced in Board meeting. It is clarified that the chairpersons of the Board will not have the casting vote with respect to any of the Reserved Matter.</p> <p>(vi) Restriction on Transfer of Shares: Shares cannot be transferred from the date of incorporation of the SPV and until the expiry of 5 (years) from the Operations Commencement Date ("Lock-in Period"). Post Lock-in Period, the shares can be transferred to any third party except a competitor, subject to non-transferring party's:</p> <ul style="list-style-type: none"> e) right of first refusal (ROFR); f) tag along rights; g) non-compete obligations; and h) Execution of deed of adherence. <p>(vii) Consequence of Uncured Event of Default (EOD): Upon EOD, the non-defaulting party shall have the right to: (i) call upon the defaulting party to sell its shares at 90% of the fair market value; or (ii) put the shares held by non-defaulting party in the SPV to the defaulting party at 110% of the fair market value of the shares.</p>
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	No



Global Health L i m i t e d

7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Nil, except as disclosed in Item No. 4 above.
9.	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Other Disclosure:

S.NO	Particulars	Details
1.	Name of the target entity	Special Purpose Vehicle (SPV) to be incorporated jointly by the Company and DLF Limited
2.	Details in brief such as size, turnover etc.	NA
3.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	NA
3	Industry to which the entity being acquired belongs	Healthcare Industry
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Object is to incorporate a SPV jointly by the Company and DLF Limited, to design, construct, develop, equip, operate and manage super specialty hospitals, clinics and healthcare centers with other related ancillary medical facilities and services.
5	Brief details of any governmental or regulatory approvals required for the acquisition	NA
6	Indicative time period for completion of the acquisition	Within 6 months of execution of Definitive Agreement (s)



Global Health L i m i t e d

7	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Contribution towards subscription by the Company to the Initial Share Capital of SPV to be incorporated.
8	Cost of acquisition or the price at which the shares are acquired	There is no acquisition of Shares. The Company will subscribe to the Initial Share Capital of SPV to be incorporated. The Company will invest (Equity) in the SPV as and when required, in one or more tranches.
9	Percentage of shareholding / control acquired and / or number of shares acquired	SPV will have 50:50 equity shareholding of the Company and DLF Limited on a Fully Diluted Basis.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	NA

