Annexure 1

Global Health Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON THURSDAY, MARCH 21, 2024 HELD THROUGH ELECTRONIC MODE ON 'ZOOM MEETINGS' PLATFORM

Merger of Medanta Holdings Limited with/into the Company

"**RESOLVED THAT** pursuant to the provisions of sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals of the members and creditors of the Company, and such other approvals, sanctions and permissions of the Hon'ble National Company Law Tribunal ("Tribunal") and any other relevant authority or regulatory authority, body, institution (hereinafter collectively referred as "Concerned Authority") of competent jurisdiction under applicable laws for the time being in force, consent of the Board be and is hereby accorded to the draft scheme of amalgamation ("Scheme") of M/s Medanta Holdings Private Limited ("Transferor Company") and M/s Global Health Limited ("Transferee Company") and their respective shareholders and creditors, with effect from the appointed date i.e. April 01st, 2024.

RESOLVED FURTHER THAT Dr. Naresh Trehan, Chairman & Managing Director, Messrs. Pankaj Sahni, Group Chief Executive Officer & Director, Yogesh Kumar Gupta, Chief Financial Officer, Abhishek Sharma, Vice President – Finance and Accounts, Rahul Ranjan, Company Secretary, Saurabh Upadhyay-Head HR, Rajiv Sikka-Head IT, Ms. Ambilli V-Hospital Director-Gurgaon and Ms. Richa Singh, General Counsel of the Company be and are hereby severally authorized to make such alteration(s) and change(s) in Scheme as may be expedient or necessary to effectively implement Scheme, as they deem fit or which may be expedient or necessary for satisfying the requirement or condition imposed by the Tribunal and/or Concerned Authority and/or creditors and/or members of Company, provided that prior approval of Board shall be obtained for making any material changes in Scheme as approved in this meeting.

RESOLVED FURTHER THAT the aforesaid officials of the Company, be and are hereby severally authorized:

a) To sign and execute all applications, petitions, affidavits, vakalatnamas, forms, undertaking, resolutions and any other documents/ submissions relating to the Scheme of Amalgamation;
b) To sign and execute the report referred to under Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the compromise on the key managerial personnel, promoter and non-promoter shareholders;
c) For filing of application and holding/ seeking dispensation from holding meeting of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme of Amalgamation.

Global Health Limited New Delhi

d) For conducting the meetings of the shareholders and/ or the creditors of the Company, signing and sending the notices and carry out all such other activities in relation to the meeting, if the same is not dispensed by the Tribunal;
e) For filing of petition for sanction of the Scheme of Amalgamation;
f) For obtaining approval from such other authorities and parties including the statutory authorities, creditors, lenders, shareholders, etc. as may be considered necessary, to the Scheme of Amalgamation;
g) For filing necessary deeds, documents, papers and submit or cause to be submitted necessary explanations, clarification and submissions before the Regional Director, Registrar of Companies, Official Liquidator, Income Tax Department, Stock Exchanges and other authorities, as may be applicable and as and when required;
h) For appointment of any consultants, advocates, Company Secretary, Chartered Accountant, valuers and other professional, as may be required from time to time;
i) For the above purpose to declare and file all pleadings, reports and sign and issue public advertisements and notices;
j) For authorizing any person to represent the Company before the Tribunal, Registrar of Companies, Regional Director, Official Liquidator and any other authorities, as and when required;
k) To settle any question or difficulty that may arise with regard to the implementation of the Scheme of Amalgamation and to give effect to the above resolution;
l) To sign and issue consent letters/ affidavits in the capacity of a creditor/shareholder, with regard to the Scheme of Amalgamation;
m) To obtain copy of the order sanctioning the Scheme and filing it with the Registrar of Companies;
n) To approve withdrawal (and where applicable, re-filing) of the Scheme of Amalgamation at any given point of time, before the Effective Date, if so mutually agreed;
o) to make any amendment(s), alteration(s) and modification(s) in the said Scheme as may be suggested by members and creditors of the Company, Transferor/ Transferee Company and/or by Tribunal or Concerned Authority;
p) to delegate all or any of the aforesaid powers to any other person by way of a valid power of attorney; and
q) To do all such acts, deeds, matters and things, whatsoever, as may be necessary and proper to give effect to the above resolutions.
r) To do all such acts, deeds, matters and things related to post merger actions, including but not limited to issuing letters, communications, application to employees, stakeholders or any government and statutory body (ies).

RESOLVED FURTHER THAT the report of the Board on the effect of the Scheme on various stakeholders including the stakeholders referred to in Section 232(2)(c) of the Companies Act, 2013, as per the draft placed before the meeting, be and is hereby approved.

Global Health Limited New Delhi

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RESOLVED FURTHER THAT all acts, deeds, matters and things done by the authorized signatories/ representatives for the aforementioned purpose shall have the same effect as if done by the Board and the Board hereby ratifies/ agrees to ratify any acts, deeds and things done/caused to be done by any authorized signatory(ies) pursuant to the foregoing resolution."

For Global Health Limited

Global Health Limited
New Delhi

Rahul Ranjan
Company Secretary
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