



Global Health L i m i t e d

21st March, 2024

Ref:- GH/2023-24/EXCH/115

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')

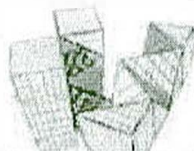
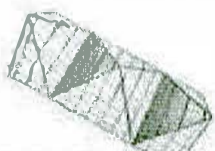
Dear Sir(s),

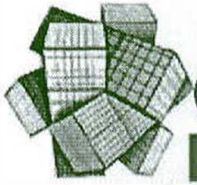
We would like to inform you that the Board of Directors of Global Health Limited ('GHL/Company') at its meeting held today i.e. *Thursday, March 21, 2024*, has *inter-alia*, approved the following(s):

- a) A Scheme of Amalgamation between **Medanta Holdings Private Limited** ("MHPL/Transferor Company", a wholly-owned subsidiary of the Company) and **Global Health Limited** ("GHL/Transferee Company/the Company") and their respective Members and Creditors, under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme"). The said Scheme is subject to necessary statutory and regulatory approvals, including sanction by the Hon'ble National Company Law Tribunal, Delhi Bench and Members and Creditors of the respective Companies. ***The Appointed Date of the Scheme is April 1, 2024.***

In terms of Regulation 37(6) of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the requirement of obtaining '**No Objection Letter**' from the Stock Exchanges is not applicable to Draft Schemes, since it involves the merger of a wholly-owned subsidiary with its holding Company.

- b) Incorporation of a Section 8 Company (Non-Profit Organization) with the objective to own, establish, run, promote, administer and manage educational institutions, schools, colleges, study centre for imparting medical and healthcare education and management training in the field of medicine etc.





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The details as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are provided in **Annexure A** and **Annexure B** respectively.

The meeting of the Board of Directors commenced at 1.00 P.M. and concluded at 3.10 P.M.

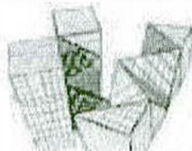
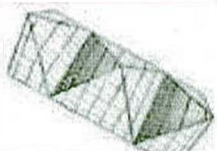
Thanking You,

For Global Health Limited

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

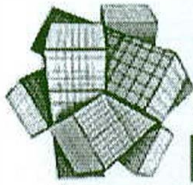


Encl: a/a



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

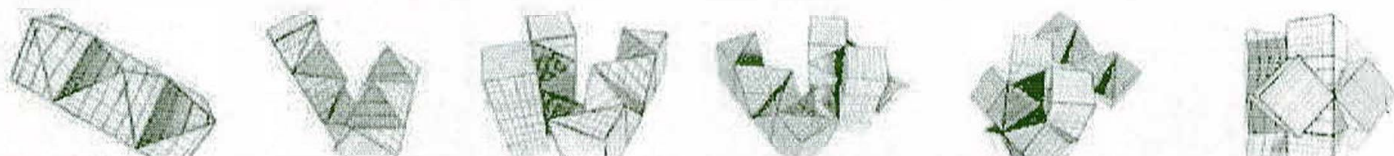
S. No.	Particulars of Information	Details of Information									
a)	Details of Transferor Company	Medanta Holdings Private Limited (referred to as the “ <i>Transferor Company</i> ”), a private limited Company incorporated under the provisions of the Companies Act, 1956, on April 10, 2013, bearing CIN U74140DL2013PTC250579, having its registered office situated at E-18, Defence Colony, Delhi-110024. The Shares of the Transferor Company are not listed on any stock exchange. The Transferor Company is a Wholly owned subsidiary of the Transferee Company.									
b)	Details of the Transferee Company	Global Health Limited (referred to as the “ <i>Transferee Company</i> ”), a public limited listed Company incorporated under the provisions of Companies Act, 1956, on August 13, 2004, in the name and style of ‘ <i>Global Health Private Limited</i> ’. The Transferee Company was converted into a public limited Company on August 11, 2021. The CIN of the Transferee Company is L85110DL2004PLC128319 and currently, has its registered office situated at Medanta-Mediclinic, E-18, Defence Colony, Delhi - 110024. The shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.									
c)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Paid up Capital as on December 31, 2023 (Rs. In Lakh)</th> <th>Turnover upto December 31, 2023 (Rs. In Lakh)</th> </tr> </thead> <tbody> <tr> <td>GHL</td> <td>5,368.55</td> <td>1,68,641.20</td> </tr> <tr> <td>MHPL</td> <td>7,421.53</td> <td>54,986.92</td> </tr> </tbody> </table>	Name of the Entity	Paid up Capital as on December 31, 2023 (Rs. In Lakh)	Turnover upto December 31, 2023 (Rs. In Lakh)	GHL	5,368.55	1,68,641.20	MHPL	7,421.53	54,986.92
Name of the Entity	Paid up Capital as on December 31, 2023 (Rs. In Lakh)	Turnover upto December 31, 2023 (Rs. In Lakh)									
GHL	5,368.55	1,68,641.20									
MHPL	7,421.53	54,986.92									
d)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>Yes, The Transferor Company is a wholly-owned subsidiary of the Company and as such the said Companies are related parties to each other.</p> <p>However, Ministry of Corporate Affairs has clarified <i>vide</i> its General Circular No. 30/2014 dated July 17, 2014, that transactions arising out of Compromise, Arrangements and Amalgamations dealt under specific provisions the Companies Act, 2013, will not fall within the purview of related party transactions in terms of section 118 of the Companies Act, 2013.</p>									



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		Further, pursuant to Regulation 23(5)(b) of the SEBI Listing Regulations, the related party transaction provisions are not applicable to the proposed Scheme.
e)	Area of business of the entity(ies)	<p>GHL - The Transferee Company is founded by Dr. Naresh Trehan, a world-renowned cardiovascular and cardiothoracic surgeon. It is the largest private multi-speciality tertiary care providers operating in the North and East regions of India, with key specialties of cardiology and cardiac science, neurosciences, oncology, digestive and hepatobiliary sciences, orthopaedics, liver transplant, kidney and urology. Under the "Medanta" brand, the Transferee Company have a network of five hospitals currently in operation (Gurugram, Indore, Ranchi, Lucknow and Patna) and a hospital (Noida), which is under construction.</p> <p>MHPL - Transferor Company is a wholly owned subsidiary of GHL and authorized to undertake the business of, inter alia, consulting, establishing, owning and managing healthcare ventures, carrying on pharmacy business, organizing seminars/conferences/training at national and international level in the field of medical, hospital and healthcare marketing, providing all types of health, pathology and medical services, undertaking training/research and development activities related to medicines, surgery and medical equipments, and acting as investment/holding company for promoting allied business ventures of the group.</p>
f)	Rationale for amalgamation/merger	<p>Considering that the Transferor Company is a wholly owned subsidiary of the Transferee Company, and is involved in the similar kind of activities in which the Transferee Company is operating, thus, the management has proposed to consolidate and merger all operations of the Transferor Company within and into the Transferee Company <i>vide</i> this Scheme. In view of the aforesaid, this Scheme is expected to result in following additional benefits:</p> <p>(i) The amalgamation would result in significant reduction in multiplicity of legal and regulatory compliances, multiple record-keeping and cost saving by way of reduction of overheads, administrative, managerial and other expenditure;</p> <p>(ii) The amalgamation will lead to synergies of operation which will help the merged entity to reap the benefits of economies of scale, improving</p>

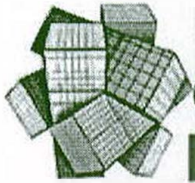
		<p>organizational capability to enable the entity to compete in an increasingly competitive industry; and</p> <p>(iii) Greater efficiency in management of the merged entity and deployment of funds for organic and inorganic growth opportunities, to maximize shareholder value.</p> <p>Further, there is no adverse effect of the Scheme on the Directors, Key Management Personnel, Promoters, Non-Promoter members, Creditors, and Employees of the Companies and the same would be in the best interest of all stakeholders.</p>
g)	In case of cash consideration – amount or otherwise share exchange ratio	<p>Since, the Transferor Company is a wholly owned subsidiary of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Company either by itself or through its subsidiaries/nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Company upon coming into effect of the Scheme. The investments in the shares of Transferor Company, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled.</p>
h)	Brief details of change in shareholding pattern (if any) of listed entity.	<p>There will be no change in the shareholding pattern of the Company pursuant to the merger, as no shares are being issued by the Company in connection with the Scheme.</p>



Annexure- B: Acquisition

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 of the target entity, details in brief such as size, turnover etc.;	<p>The proposed Wholly owned subsidiary ("WOS") under Section 8 of the Companies Act, 2013, shall be incorporated with the name as may be approved by the Registrar of Companies (ROC)/Central Registration Centre (CRC).</p> <p>Authorized Share Capital shall be of Rs. 10,00,000 (Rupees Ten Lakhs Only) divided into 1,00,000 Equity shares of Rs. 10 (Rupees Ten only) each.</p> <p>Turnover /Net Worth : Not applicable</p>
2.	<p>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?</p> <p>If yes, nature of interest and details thereof and whether the same is done at "arm's length";</p>	<p>The proposed WOS is promoted by GHIL, hence upon incorporation, it will be a related party of the Company.</p> <p>Except as mentioned above, the promoter/ promoter group are not interested in the transaction.</p>
3.	Industry to which the entity being acquired belongs	Non-Profit Organization, under Section 8 of the Companies Act, 2013.
4.	objects and impact 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);	The proposed WOS shall be incorporated to set up and establish, run, promote, administer and manage educational institutions, schools, colleges, study centre for imparting medical and healthcare education and management training in the field of medicine etc.
5.	brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	indicative time period for completion of the acquisition	Not Applicable
7.	consideration -whether cash consideration or share swap or any other form and details of the same;	Cash
8.	cost of acquisition and/or the price at which the shares are acquired;	The Company will 100 % subscribe, upto Rs. 10,00,000 (Rupees Ten Lakhs) divided into 1,00,000 Equity shares of Rs. 10 (Rupees Ten only) each.



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9.	percentage of shareholding / control acquired and / or number of shares acquired	100%
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);	Not Applicable

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