

Notice of 20th Annual General Meeting

NOTICE IS HEREBY GIVEN that Twentieth Annual General Meeting (“AGM”) of the Members of Global Health Limited will be held on Thursday, September 19, 2024 at 12:00 noon through Video Conferencing / Other Audio-Visual Means (“VC”)/ (“OAVM”) to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Consolidated Financial Statements for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Sachdeva (DIN-00012115) who retires by rotation and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

3. To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution** regarding approval of remuneration of Cost Auditors:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Members hereby approve the remuneration payable to M/s. Ramanath Iyer & Co., (Firm Registration Number: 000019), appointed as Cost Auditors of the Company for the Financial year 2024-25 as under:

Particular	Amount*
In case ongoing Merger between the Company and Medanta Holdings Private Limited (MHPL) is completed during FY 2024-25	₹ 1,150,000
In case ongoing Merger between the Company and Medanta Holdings Private Limited does not complete within FY 2024-25	₹ 900,000

** Excluding applicable taxes and out of pocket expense*

RESOLVED FURTHER THAT Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate, create charge on all or any movable or immovable, tangible or intangible assets of the Company, both present and future, and/or the whole or part of the undertaking of the Company to or in favour of banks, financial institutions, and any other lenders or debenture holders in the best interest of the Company; to secure the amount borrowed or to be borrowed by the Company from time to time; for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings; provided that the aggregate value of the assets/properties/undertaking of the Company charged shall not at any time exceed limit of ₹ 4,000 Crores (Rupees Four Thousand Crores Only).

RESOLVED FURTHER THAT Board of Directors of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

**For and on behalf of the Board of Directors
For Global Health Limited**

Date: August 8, 2024
Place: Gurugram

Rahul Ranjan
Company Secretary
(M. No. - A 17035)

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to the Special Business (es) to be transacted at the AGM is annexed hereto.
2. In compliance with Ministry of Corporate Affairs (MCA) General Circular Nos. 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 20/2020 dated May 5, 2020 and 14/2020 dated April 8, 2020 and SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), this AGM of the Company is being held through VC/OAVM without the physical presence of members at a common venue. The deemed venue for this AGM shall be the Registered Office of the Company.
3. In compliance with the SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with extension granted through SEBI Circular dated January 5, 2023 and October 7, 2023 the Notice of AGM and Annual Report for the Financial Year (FY) 2023-24, is being sent through electronic mode only to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the National Securities Depository Limited and Central Depository Services (India) Limited (hereinafter collectively referred to as "Depositories") as on **Friday, August 16, 2024**. Members may note that the Notice and Annual Report for FY 2023-24 will also be available on the Company's website <https://www.medanta.org/investor-relation/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/index.html>, <https://www.nseindia.com/> respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>.
4. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has entered into an arrangement for availing the services of National Securities Depository Limited (NSDL) for enabling participation of members at the meeting through VC/OAVM and for providing services of remote e-voting as well as e-voting during the AGM.
5. As the AGM is being held through VC/OAVM, the facility of appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Institutional/Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in AGM through VC/ OAVM Facility and e-Voting during AGM. In this regard, Institutional/Corporate Members are required to send a scanned copy of their Board or governing body Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM and to vote through e-Voting/remote e-Voting by email at magarwalandco@gmail.com with a copy marked to compliance@medanta.org
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA i.e. KFin will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in their records.
8. SEBI vide its notification dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its Registrars for assistance in this regard.
9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website, <https://www.medanta.org/investor-relation/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and RTA in case the shares are held in certificate form.
10. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding,

maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and the Certificate from the Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Members desiring inspection of Statutory registers and other relevant documents may sent their request in writing to the Company at compliance@medanta.org.

11. SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI (<https://scores.sebi.gov.in/scores-home>). Web-link to access the said portal is <https://smartodr.in>.
12. Brief profile and other additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), issued by The Institute of Company Secretaries of India in respect of Director recommended for re-election at the ensuing AGM, is also annexed to this AGM Notice.

Instructions for remote e-Voting, attending AGM through VC and e-voting thereat, are as under:

1. The remote e-Voting period will commence on **Sunday, September 15, 2024 at 9:00 A.M. (IST) and will end on Wednesday, September 18, 2024 at 5:00 P.M. (IST)**. During this period, Shareholders of the Company, holding shares either in certificate form or in dematerialized form, as on **Thursday, September 12, 2024 ("the cut-off date")** may cast their vote by

remote e-voting. The said remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Shareholders shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. **September 12, 2024** and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

2. The facility for e-Voting will also be made available during the AGM and the Shareholders attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Shareholders who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.
3. Any person holding shares in certificate form and non-individual shareholders, who acquire shares of the Company and become member of the Company after the notice is sent and holding shares as on the cut-off date i.e. **Thursday, September 12, 2024** may obtain the login ID and password by sending a request at evoting@nsdl.com or RTA. However, if those shareholders are already registered with NSDL for remote e-Voting, then they can use their existing user ID and password for casting vote. In case of individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. **Thursday, September 12, 2024**, may follow steps mentioned in the Notice of the AGM under "Step 1: Access to NSDL e-Voting system".

Detail of the process and manner for remote e-voting consist of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-voting system

A. Login method for e-Voting and joining virtual meetings for **Individual Shareholders** holding securities in Demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of Individual Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or http://www.cdslindia.com/ and click on Login icon and select New System Myeasi tab and then use your existing myeasi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website http://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.

Type of Individual Shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="604 831 1031 1079" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL shall be as under:

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 1800-21-09911
Individual Shareholders Holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com . in or call at 022 - 4886 7000

B. Log in method for e-voting and joining virtual meeting for shareholders other than Individual Shareholders holding securities in Demat form and Shareholders holding securities in physical mode:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nSDL.com/>.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <https://www.evoting.nSDL.com>
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Join AGM through VC and casting vote during AGM

How to cast your vote electronically and join AGM on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@medanta.org.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card),

AADHAR (self-attested scanned copy of Aadhar Card) to compliance@medanta.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Facility of joining the AGM through VC/OAVM shall be opened 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

(EVENT of the Company for this meeting is 129888)

3. For better experience, we recommend that you join the AGM with high-speed wired internet connectivity. This prevents WiFi dropouts and speed issues.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days i.e. on or before September 12, 2024 prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at compliance@medanta.org . The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Only those Shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

Declaration of Results

1. The Board of Directors of the Company has appointed M/s Mukesh Agarwal & Co., Company Secretaries, as Scrutinizer to scrutinize the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner.
2. The Scrutinizer shall provide, not later than two working days of conclusion of the e-voting at the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

3. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.medanta.org/investor-relation/> and on the website of NSDL at www.evoting.nsdl.com. Immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. It shall also be displayed on the Notice Board at the Registered Office of the Company.
4. The recorded transcript of the proceeding of AGM shall be placed on the Company's website at <https://www.medanta.org/investor-relation/> and the same also be in safe custody of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF AGM NOTICE

Item No. 3:

As per the provisions of Section 148 of Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be approved by the Shareholders of the Company.

The Board of Directors of the Company in their meeting held on August 8, 2024 on recommendation of the Audit Committee, appointed M/s. Ramanath Iyer & Co., Cost Accountants, (Firm Registration Number: 000019), as the Cost Auditors for the Financial Year 2024-25 at a remuneration given below :

Particular	Amount*
In case ongoing Merger between the Company and MHPL is completed during FY 2024-25	₹ 1,150,000
In case ongoing Merger between the Company and MHPL does not completes within FY 2024-25	₹ 900,000

* Excluding applicable taxes and out of pocket expense

The Members may recall that currently the merger process of MHPL with the Company is underway and it is expected that the same shall be completed during the current financial year. Post merger, the hospital at Lucknow currently owned and operated by MHPL will be owned and operated by the Company. Accordingly, the scope of cost audit for the Company will increase by inclusion of

Lucknow Hospital. Therefore, the Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution as set out in Item no. 3 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or KMP's or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3 of this AGM Notice.

Item No. 4

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic & business objectives, as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Company is/will borrow money to meet out its business and capex requirements. In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future.

Creation of charge by way of mortgage/ hypothecation/floating charge on the movable and/ or immovable properties and assets of the Company (over and above 20% of total assets) with the right to lender to invoke the charge in the events of default

requires prior approval of Shareholders within the meaning of Section 180(1)(a) of the Companies Act, 2013.

Considering aforesaid, the Board of Directors in its meeting held on August 8, 2024 approved and recommended to the Shareholders for their approval, creation of charge by way of mortgage/ hypothecation/ charge in favour of banks, Financial Institutions or other lenders or debenture holders from which any loan/facility is availed or may be availed in future, provided that the aggregate value of the assets/properties/undertaking of the Company charged shall not at any time exceed limit of ₹ 4,000 Crores (Rupees Four Thousand Crores Only).

Currently (basis Audited Financials as at March 31, 2024) the total borrowings of the Company (both Global Health Limited and Medanta Holdings Private Limited, a wholly owned subsidiary of the Company whose merger with the Company is expected to be completed during the current financial year) is ₹ 220.53 Crores and considering various growth opportunities and projects in pipeline the Company may borrow funds in future. In order to secure future borrowings with sufficient asset cover/margin, a limit of ₹ 4,000 crores was assessed and proposed by the Management which was found sufficient by the Board of Directors.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 4 of this Notice.

None of the Directors or KMP's or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of this AGM Notice.

**For and behalf of the Board of Directors
For Global Health Limited**

Date: August 8, 2024
Place: Gurugram

Rahul Ranjan
Company Secretary
(M. No. - A 17035)

Brief Profile of Director pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:

Particulars	Sunil Sachdeva
DIN	00012115
Date of Birth	October 8, 1965
Date of First Appointment to the Board	August 13, 2004
Age	59 years
Brief Resume and Nature of Expertise in specific functional areas	Sunil Sachdeva is a Non-Executive Director of the Company. He was appointed on the Board on August 13, 2004. He holds a bachelor's degree in science from a recognized University. He has experience in healthcare, infrastructure and finance. He currently serves as the Managing Director of Ramsons Projects Limited.
Shareholding in the Company either directly or in form of beneficial interest for any other person	31,450,743 Equity Shares of the Company
Relationship with other Directors & KMP's	None
No. of Meetings of the Board attended during the year	5
Directorships held in other Companies (Excluding Foreign Companies)	<ol style="list-style-type: none"> 1. Ramsons Projects Limited 2. S V Creditline Limited 3. Sumel Projects Private Limited 4. S A S Heights Private Limited 5. Sumel Promoters Private Limited 6. SAS Kreditcare Private Limited 7. Sumel Buildtech Private Limited 8. Sumel Developers Private Limited 9. S.A.S. Infotech Private Limited 10. S A S Tech Studio Private Limited 11. Pushti Wellness Private Limited 12. Medanta Holdings Private Limited 13. Global Health Patliputra Private Limited 14. Doctor On Call Private Limited
Membership /Chairmanship of Committees of other companies	<ol style="list-style-type: none"> 1. Ramsons Projects Limited: Stakeholder Relationship Committee – Member. 2. S V Creditline Limited : Audit Committee – Member
Listed entities from where he resigned in the past three years.	Nil
Terms and conditions of appointment/ re appointment and Remuneration sought to be paid/last drawn	Term : Liable to retire by rotation Remuneration: Mr. Sachdeva is not entitled for any remuneration / sitting fees.