

Notice of 21st Annual General Meeting

NOTICE IS HEREBY GIVEN that Twenty First Annual General Meeting ("AGM") of the Members of Global Health Limited ("GHL") will be held on Friday, September 19, 2025 at 12:00 Noon (IST) 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, 2025, the Consolidated Financial Statements for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.50/- per Equity Share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Ravi Kant Jaipuria (DIN-00003668) who retires by rotation and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Vikram Singh Mehta as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV and V of the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014 and as required under Regulation 17(1A), 25(2A), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company, Mr. Vikram Singh Mehta (DIN: 00041197) be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (five) consecutive years, commencing from January 25, 2026.

RESOLVED FURTHER THAT Mr. Vikram Singh Mehta, if appointed shall be eligible apart from sitting fees and reimbursement of expenses for attending the meetings of Board and Committee(s), payment of such amount as may be approved by Nomination & Remuneration Committee or Board of Directors, from time to time, in form of

commission for any financial year, provided that the amount of such commission together with commission payable to all other Independent Directors for the time being on the Board of the Company should not exceed 1% of Net Profits of the Company for that financial year.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limiting to signing documents or such other papers as may be necessary, desirable and expedient to give effect to this resolution."

5. **Re-appointment of Mr. Hari Shanker Bhartia as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV and V of the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014 and as required under Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company, Mr. Hari Shanker Bhartia (DIN: 00010499) be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (five) consecutive years commencing from March 23, 2026.

RESOLVED FURTHER THAT Mr. Hari Shanker Bhartia, if appointed shall be eligible apart from sitting fees and reimbursement of expenses for attending the meetings of Board and Committee(s), payment of such amount as may be approved by Nomination & Remuneration Committee or Board of Directors, from time to time, in form of commission for any financial year, provided that the amount of such commission together with commission payable to all other Independent Directors for the time being on the Board of the Company should not exceed 1% of Net Profits of the Company for that financial year.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things including

but not limiting to signing documents or such other papers as may be necessary, desirable and expedient to give effect to this resolution.”

6. Approval of remuneration payable to Cost Auditors.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“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-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to pay ₹ 11.50 Lakhs as Cost Audit Fee (excluding applicable taxes and out of pocket expenses) to M/s. Ramanath Iyer & Co., (Firm Registration Number: 000019), appointed as Cost Auditors of the Company for the Financial Year 2025-26.

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

7. Appointment of M/s MAKES & CO., Company Secretaries in Practice, as Secretarial Auditors of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, approval of members be and is hereby accorded for the appointment of M/s MAKES & Co., Company Secretaries (FRN P2018UP067700), as the Secretarial Auditor of the Company, for a term of five consecutive financial years commencing from April 01, 2025 at such remuneration as may be determined by the Board of Directors (including any Committee thereof) of the Company from time to time and to avail any other services, certificates, or reports as may be permissible under applicable laws.”

8. Re-appointment of Dr. Naresh Trehan as Chairman and Managing Director (CMD) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') including any statutory modifications or re-enactment(s) thereof for the time being in force and other applicable provisions of the Act and Listing Regulations and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint Dr. Naresh Trehan (DIN: 00012148) as Chairman and Managing Director of the Company ('CMD'), not liable to retire by rotation, for a period of 5 (five) years with effect from August 01, 2026 at remuneration as follows:

Financial Year	Maximum remuneration that can be paid as CMD
2026-27	₹ 8.00 Crores
2027-28	₹ 8.80 Crores or 10% increment on the last drawn remuneration whichever is lower
2028-29	₹ 9.70 Crores or 10% increment on the last drawn remuneration whichever is lower
2029-30	₹ 10.70 Crores or 10% increment on the last drawn remuneration whichever is lower
2030-31	₹ 11.50 Crores or 10% increment on the last drawn remuneration whichever is lower

*remuneration as CMD for FY2025-26 is ₹ 7.20 Crores.

with authority vested to Nomination & Remuneration Committee (NRC) of the Board and in absence of NRC, the Board of Directors to determine his remuneration on yearly basis, provided that:

- the aggregate remuneration payable to him under this resolution and the resolution at Item No. 9 of this Notice should not exceed: for the financial year 2026-27, ₹ 33.00 Crores (i.e. ₹ 8.00 Crores as CMD & ₹ 25.00 Crores as CCS), for the financial year 2027-28, ₹ 36.30 Crores (i.e. ₹ 8.80 Crores as CMD & ₹ 27.50 Crores as CCS), for the financial year 2028-29, ₹ 39.95 Crores (i.e. ₹ 9.70 Crores as CMD

& ₹ 30.25 Crores as CCS), for the financial year 2029-30, ₹ 44.20 Crores (i.e. ₹ 10.70 Crores as CMD & ₹ 33.50 Crores as CCS) and for the financial year 2030-31, ₹ 48.50 Crores (i.e. ₹ 11.50 Crores as CMD & ₹ 37.00 Crores as CCS); and

- b) maximum revision in remuneration in any financial year shall be limited to 10% of last drawn remuneration.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration he shall be entitled to perquisites in form of mobile / telephone facility, reimbursement of traveling, boarding and lodging expenses, membership of club(s), seminar expenses, expenses incurred on business meeting(s)/ business promotion and other amenities as may be incurred by him from time to time, in connection with the Company's business, as per applicable policies of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. Re-appointment of Dr. Naresh Trehan as Chairman of Heart Institute & Chief Cardiac Surgeon (CCS).

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act read with Companies (Meeting of Board and its Powers) Rules, 2014 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint Dr. Naresh Trehan, as Chairman - Heart Institute & Chief Cardiac Surgeon ('CCS') for a period of 5 (Five) Years with effect from August 01, 2026 at remuneration as follows:

Financial Year	Maximum remuneration that can be paid as CCS
2026-27	₹ 25.00 Crores
2027-28	₹ 27.50 Crores or 10% increment on the last drawn remuneration whichever is lower
2028-29	₹ 30.25 Crores or 10% increment on the last drawn remuneration whichever is lower

Financial Year	Maximum remuneration that can be paid as CCS
2029-30	₹ 33.50 Crores or 10% increment on the last drawn remuneration whichever is lower
2030-31	₹ 37.00 Crores or 10% increment on the last drawn remuneration whichever is lower

*remuneration as CCS for FY2025-26 is ₹ 22.63 Crores.

with authority vested to Nomination & Remuneration Committee (NRC) of the Board and in absence of NRC, the Board of Directors to determine his remuneration on yearly basis, provided that:

- a) the aggregate remuneration payable to him under this resolution and the resolution at Item No. 8 of this Notice should not exceed: for the financial year 2026-27, ₹ 33.00 Crores (i.e. ₹ 8.00 Crores as CMD & ₹ 25.00 Crores as CCS), for the financial year 2027-28, ₹ 36.30 Crores (i.e. ₹ 8.80 Crores as CMD & ₹ 27.50 Crores as CCS), for the financial year 2028-29, ₹ 39.95 Crores (i.e. ₹ 9.70 Crores as CMD & ₹ 30.25 Crores as CCS), for the financial year 2029-30, ₹ 44.20 Crores (i.e. ₹ 10.70 Crores as CMD & ₹ 33.50 Crores as CCS) and for the financial year 2030-31, ₹ 48.50 Crores (i.e. ₹ 11.50 Crores as CMD & ₹ 37.00 Crores as CCS); and
- b) maximum revision in remuneration in any financial year shall be limited to 10% of last drawn remuneration.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) is hereby authorised to determine role / responsibilities, deliverables and remuneration including severance fee for his appointment as the Chairman- Heart Institute & Chief Cardiac Surgeon.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration he shall be entitled to perquisites in form of provision of two Company provided cars with fuel and driver(s), mobile/ telephone facility, leave encashment, reimbursement of traveling, boarding and lodging expenses, and other amenities as may be incurred by him from time to time, in connection with the Company's business, as per applicable policies of the Company."

**By order of the Board of Directors
For Global Health Limited**

Date: August 07, 2025
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 continuation of the framework prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard latest being General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars"), and circulars issued by the Securities and Exchange Board of India ("SEBI") in this regard latest being circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circulars") (collectively referred as "Circulars") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. Accordingly, this AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars, stated above.
3. In compliance with the Circulars, the Notice along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to those members whose e-mail addresses are registered/ available with the Company/ depository participants ("DPs") and whose names appear in the register of members of the Company and/ or in the register of beneficial owners maintained by National Securities Depository Limited ("NSDL") and Central Depository Services India Limited ("CDSL") (collectively referred as "Depositories") as on Friday, August 22, 2025. A letter providing the web-link, including the exact path, where complete details of the Annual Report of the Company is available, is being physically sent to those shareholder(s) who have not registered their email addresses with the Depository Participant(s), the Company or the RTA of the Company.

Physical copy of full Annual Report will be sent to the shareholder who request for the same by sending an email at compliance@medanta.org.
4. In line with the MCA Circulars, the Notice calling the 21st AGM and Annual Report for the Financial Year ("FY") 2024-2025, has been uploaded on the website of the Company at <https://www.medanta.org/investor-relation/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
6. Institutional/ Corporate members (i.e., other than individuals/ HUF/ NRI etc.) intending to authorise their representatives to attend the 21st AGM through VC/ OAVM on their behalf and to vote through e-voting, are requested to send a duly certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter, pursuant to section 113 of the Act, to the Scrutiniser by e-mail through its registered e-mail address at magarwalandco@gmail.com with copies marked to the Company at compliance@medanta.org.
7. The AGM of the Company shall be deemed to be held at the registered office of the Company i.e., Medanta – Mediclinic, E-18, Defence Colony, New Delhi-110024, India as prescribed under the MCA Circulars.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings

("SS-2") issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations") (as amended), and the Circulars issued by the MCA from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

11. Members may note that as per SEBI Master Circular Nos. SEBI/HO/MIRSD/POD-1/P/CIR /2024/37 dated May 07, 2024, SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, 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 01, 2024, RTA i.e. M/s. KFin Technologies Limited ("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.

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited, Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

Member holding shares in physical form by submitting duly filed and signed request letter in form ISR-1 along with self-attested copy of PAN linked with Aadhaar; and self-attested copy of any document support of address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passbook etc.) and such document as prescribe in the form ISR-1:

- a) If email address is registered- by sending an email at inward.ris@kfintech.com from their registered email address followed by mandatorily sending the physical copy of the same through post at the registered office of the Company or directly sending the form ISR-1 along with the supporting documents to the RTA; and
- b) If e-mail address is not registered- by sending the physical copy of the same through post at the Registered Office of Company or directly to the RTA.

Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s) (DP).

In-case the aforesaid documents are not available in the record of RTA, the members shall not be eligible to lodge grievance or avail any service request from RTA until they furnish KYC details. Further, w.e.f April 01, 2024, any payment Dividend shall only be made in electronic mode to such members.

12. The Board of Directors has recommended final dividend of ₹ 0.50 per equity share of face value of ₹ 2/- each for the financial year 2024-25 that is proposed to be paid within 30 days from the date of declaration, subject to the approval of the members at the AGM. The record date fixed for determining the entitlement of the members to the final dividend is **August 22, 2025**.
13. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank account(s) through Electronic Clearing Service or any other electronic means ("Electronic Bank Mandate"), may register their Electronic Bank Mandate to receive dividends directly into their bank account(s) electronically or any other means, by sending scanned copy of the following details/ documents to the RTA at inward.ris@kfintech.com.
 - a. signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 - iii. 11-digit IFSC Code.
 - b. self-attested scanned copy of cancelled cheque bearing the name of the member(s) or first holder, in case shares are held jointly;
 - c. self-attested scanned copy of the PAN linked with Aadhaar; and
 - d. self-attested scanned copy of any document in support of the address of the member(s) (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport), as registered with the Company.

For the members holding shares in demat mode, please update your Electronic Bank Mandate through your Depository Participant(s).

14. Dividend, if any, approved by the members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s). Except for shares held in physical form, where KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.) or e-mail address are not updated, in the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or any other reasons whatsoever, subject to specific mandate otherwise issued by SEBI, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such member, as soon as possible
15. Pursuant to the amendments introduced in the Income-tax Act, 1961 ('the Act') vide Finance Act, 2020, w.e.f. April 01, 2020, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The rate of tax of deduction of tax depend upon the residential status of the members, the document submitted by the member accepted by the Company. For more details, member may refer "**Annexure-A**" to this Notice of 21st AGM.
16. As per the provisions of Section 124 of the Act and rules made thereunder, the dividend that remain unclaimed / unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividends have remained unclaimed for 7 (Seven) consecutive years or more are required to be transferred to IEPF. The Company has not declared dividend in past and accordingly no amount is required to be transferred to IEPF in current financial year.
17. 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 dematerialised 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.
18. 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_relations/shareholders-corner/shareholders-information Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and RTA in case the shares are held in certificate form.
19. 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>.
20. 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.
21. 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 Directors recommended for re-election/re-appointment at the ensuing AGM, is also annexed to this AGM Notice as **Annexure B to Annexure E**.
22. The Members are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the stock exchanges the details of the agreements entered into by

the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the members to inform the Company about such agreement to which the Company is not a party, within two working days of entering into such agreements

or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the stock exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: The term “directly or indirectly” includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

23. General instructions for accessing and participating in the AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting: -

A. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, September 15, 2025 at 09:00 A.M. and ends on Thursday, September 18, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 22, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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 to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 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 a e-Voting link available on www.cdslindia.com home page. 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 evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 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>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 eservices 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 force 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. Open the .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 www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and 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 "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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to magarwalandco@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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 shareholder 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, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

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/ shareholders, 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.
6. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at compliance@medanta.org. Only those speaker registration requests received from September 05, 2025 to September 12, 2025 shall be considered and allowed as speakers during the AGM.
7. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

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

1. 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 135311)
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@medanta.org. The same will be replied by the Company suitably.
1. The Board of Directors of the Company has appointed M/s Mukesh Agarwal & Co., Company Secretaries, as Scrutiniser to scrutinise the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner.
2. The Scrutiniser shall provide, not later than two working days of conclusion of the e-voting at the AGM, a consolidated Scrutiniser'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 Scrutiniser'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 authorised 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.

Declaration of Results

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF 21ST AGM NOTICE

Item No. 4:

Mr. Vikram Singh Mehta was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from January 25, 2021 at the Extra-Ordinary General Meeting held on July 31, 2021. As per Section 149(10) of the Act, an Independent Director can hold office for a terms of five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of

Special Resolution by the Company for another term of up to five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 of the Listing Regulations and terms of reference of Nomination and Remuneration Committee, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Mr. Vikram Singh Mehta's tenure will end on January 24, 2026 and he is eligible for re-appointment for a second term of 5 (five) consecutive years on the Board of the Company. He is the Chairman of Nomination and Remuneration Committee and member of Audit Committee and Corporate Social Responsibility Committee.

The Nomination & Remuneration Committee (NRC) of the Board (without participation of Mr. Mehta) at its meeting held on August 06, 2025, had evaluated the skills, knowledge, experience, substantial contribution and report of performance evaluation of Mr. Vikram Singh Mehta and on the basis of such evaluation, the NRC recommended to the Board of Directors for further examination, for his continuance of second term as an Independent Director, subject to approval of shareholders.

Pursuant to the recommendation of NRC, the Board of Directors at its meeting held on August 07, 2025, had evaluated the skills, knowledge, capabilities and other aspects related to re-appointment of Mr. Vikram Singh Mehta. In the opinion of the Board, Mr. Vikram Singh Mehta fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. The Board had also considered that the continued association of Mr. Vikram Singh Mehta would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, the Board recommended to the Members, the re-appointment of Mr. Vikram Singh Mehta as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from January 25, 2026.

Additionally, as per the Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect. Mr. Vikram Singh Mehta would attain the age of 75 years during the second term and in view of the same also, a Special Resolution is proposed seeking approval of the members for continuation of his directorship in the Company even after attaining the age of 75 years. Considering the level of participation, invaluable strategic guidance on various matters

including the HR policies of the Company and other aspects mentioned herein above, the Board of Directors believes that the Company would be immensely benefitted by his continuance even after attaining the age of 75 years.

Attention of the Members is drawn on the resolution passed through Postal Ballot dated June 26, 2024 in which the members have approved payment of commission to Independent Directors upto 1% of Net Profits. It may be noted here that for Financial Year 2023-24 and 2024-25, the commission paid to all Independent Directors (individually) was ₹ 20 Lakhs and ₹ 22 Lakhs, respectively, which is much below the limit of 1% of Net Profits of respective years. In view of proposed re-appointment of Mr. Vikram Singh Mehta for a second term starting from January 25, 2026, it is also proposed to continue his eligibility to receive remuneration in form of commission, as approved earlier by the shareholders without any change. For the remuneration of financial year 2025-26, his period of association in current tenure (i.e. from April 01, 2025 to January 24, 2026) shall also be considered without interruption.

The Company has received all statutory disclosures/ declarations, including:

- a. Consent in writing to act as director in Form DIR-2, pursuant to Section 152 of the Act read with Rule 8 of the Companies (Appointment and Disqualification of Directors) Rule, 2014;
- b. Intimation in Form DIR-8 that he is not disqualified under Section 164 of the Act;
- c. Declaration that he meets the criteria of independence as provided in the Act and Listing Regulations;
- d. Declaration that he has not been debarred from holding office of a Director by virtue of any order of SEBI or any other authority;
- e. Confirmation that he is registered at the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- f. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and
- g. A notice proposing his candidature under Section 160(1) of the Act.

A brief profile of Mr. Vikram Singh Mehta, his specific areas of expertise and other relevant information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings in respect of his re-appointment is annexed as **Annexure C** to this Notice.

The draft letter of appointment of Mr. Vikram Singh Mehta as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the members of the Company at the registered office of the Company and also on the website at <https://www.medanta.org/investor-relation>.

In terms of the Act read with relevant rules and Listing Regulations, and basis the evaluation done by NRC and Board of the candidature, eligibility and contributions made by Mr. Vikram Singh Mehta, the Board of Directors recommended the Special Resolution as set out above in this Notice, for the approval of the Members of the Company.

None of the Directors other than Mr. Vikram Singh Mehta, Key Managerial Personnel of the Company/ their relatives are concerned or interested, financial or otherwise, in the proposed Resolution except to the extent of their shareholdings.

Item No 5:

Mr. Hari Shanker Bhartia was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from on March 23, 2021 at the Extra-Ordinary General Meeting held on July 31, 2021. As per Section 149(10) of the Act, an Independent Director can hold office for a terms of five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of Special Resolution by the Company for another term of up to five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 of the Listing Regulations and terms of reference of Nomination and Remuneration Committee, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Mr. Hari Shanker Bhartia's tenure will end on March 22, 2026 and he is eligible for re-appointment for a second term of 5 (five) consecutive years on the Board of the Company. He is member of Stakeholders Relationship Committee.

The Nomination & Remuneration Committee (NRC) of the Board at its meeting held on August 06, 2025, had evaluated the skills, knowledge, experience, substantial contribution and report of performance evaluation of Mr. Hari Shanker Bhartia and on basis of such evaluation, the NRC recommended to the Board of Directors for further examination, to continue the second term as an Independent Director, subject to approval of shareholders.

Pursuant to the recommendation of NRC, the Board of Directors at its meeting held on August 07, 2025, had evaluated the skills, knowledge, capabilities and other aspects related to re-appointment of Mr. Hari Shanker Bhartia. In the opinion of the Board,

Mr. Hari Shanker Bhartia fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. The Board had also considered that the continued association of Mr. Hari Shanker Bhartia would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, the Board recommended to the members, the re-appointment of Mr. Hari Shanker Bhartia as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from March 23, 2026.

Attention of the Members is drawn on the resolution passed through Postal Ballot dated June 26, 2024 in which the members have approved payment of commission to Independent Directors upto 1% of Net Profits. It may be noted here that for Financial Year 2023-24 and 2024-25, the commission paid to all Independent Directors (individually) was ₹ 20 Lakhs and ₹ 22 Lakhs, respectively, which is much below the limit of 1% of Net Profits of respective years. In view of proposed re-appointment of Mr. Hari Shanker Bhartia for a second term starting from March 23, 2026, it is also proposed to continue his eligibility to receive remuneration in form of commission, as approved earlier by the shareholders without any change. For the remuneration of financial year 2025-26, his period of association in current tenure (i.e. from April 01, 2025 to March 22, 2026) shall also be considered without interruption.

The Company has received all statutory disclosures/ declarations, including:

- Consent in writing to act as director in Form DIR-2, pursuant to Section 152 of the Act read with Rule 8 of the Companies (Appointment and Disqualification of Directors) Rule, 2014;
- Intimation in Form DIR-8 that he is not disqualified under Section 164 of the Act;
- Declaration that he meets the criteria of independence as provided in the Act and Listing regulations;
- Declaration that he has not been debarred from holding office of a Director by virtue of any order of SEBI or any other authority;
- Confirmation that he is registered at the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company; and

- g. A notice proposing his candidature under Section 160(1) of the Act.

A brief profile of Mr. Hari Shanker Bhartia, his specific areas of expertise and other relevant information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings in respect of his re-appointment is annexed as **Annexure D** to this Notice.

The draft letter of appointment of Mr. Hari Shanker Bhartia as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the Members of the Company at the registered office of the Company and also on the website at <https://www.medanta.org/investor-relation>.

In terms of the Act read with relevant rules and Listing Regulations, and basis the evaluation done by NRC and Board of the candidature, eligibility and contributions made by Mr. Hari Shanker Bhartia, the Board of Directors recommend the Special Resolution as set out above in this Notice, for the approval of the Members of the Company.

None of the Directors other than Mr. Hari Shanker Bhartia, Key Managerial Personnel of the Company/ their relatives is concerned or interested, financial or otherwise, in the proposed Resolution except to the extent of their shareholdings.

Item No. 6:

As per the provisions of Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) 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 Members of the Company also.

The Board of Directors of the Company in their meeting held on August 07, 2025, basis 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 2025-26 at a fee of ₹ 11.50 Lakhs excluding applicable taxes and out of pocket expenses.

The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution as set out in Item no. 6 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. 6 of this AGM Notice except to the extent of their shareholdings.

Item No. 7:

In accordance with Section 204 of the Act read with the Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulation"), which provides that with effect from April 01, 2025, the Company is required to appoint a Practicing Company Secretaries as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the Members at its Annual General Meeting ("AGM") and such Secretarial Auditor(s) must be peer reviewed Company Secretary and should not have incurred any of the disqualification as specified under the Listing Regulations.

Accordingly, the Audit Committee and the Board of Directors at their respective meetings held on August 07, 2025, had approved, subject to approval of Members, the appointment of M/s MAKS & Co., Company Secretaries as Secretarial Auditor of the Company for the first term of 5 (five) years, to conduct Secretarial Audit and other certifications as required under the Act and Listing Regulations from Financial Year 2025-26 till Financial Year 2029-30. The remuneration payable for Secretarial Audit for Financial Year 2025-26 has been agreed at ₹ 3,50,000/- plus applicable taxes and out of pocket expenses (the fee for remaining Financial Years shall be determined by the Audit Committee subject to the condition that maximum increase in fee shall not be more than 10% in any Financial Year).

MAKS & Co, Companies Secretaries, bearing firm registration number P2018UP067700 and Peer Review Certificate No.: 2064/2022, is partnership firm of practicing company secretaries. MAKS & CO. is a corporate consultancy business solution firm which has been promoted, and is managed by, qualified, experienced professionals from the fields of corporate governance and compliance. The partners are experienced company secretaries with collective work experience of over 60 years.

MAKS, as a professional company secretary firm engaged in providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, NBFC Compliances, and allied fields, delivering strategic solutions to ensure regulatory adherence including but not limited to representing corporates before various regulatory authorities.

M/s MAKS & Co., Company Secretaries were considered to be best suited for appointment as the Secretarial Auditors of the Company, in view of their market standing, clientele served, audit competence, technical knowledge & proficiency, and profile & experience of the firm and its partners, besides their earlier audit experience in the Company.

The Company has received all statutory disclosures/ declarations, including:

- | | |
|--|--|
| a) Written consent confirming their eligibility and willingness to act as Secretarial Auditors of the Company; | c) Declaration that they hold a valid certificate issued by Peer reviewed Board of ICSI; and |
| b) Declaration that they meet the requirements to be appointed as Secretarial Auditor in accordance with the provision of the Act and Listing Regulations; | d) Declaration that they have not incurred any of the disqualification as specified by the SEBI. |

Disclosure under regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Description
Term of appointment	Term of 5 (Five) consecutive years commencing from the financial year 2025-26 till financial year 2029-30.
Proposed remuneration/ fee payable to the Secretarial Auditors	<p>Based on the recommendation of the audit committee and the Board, the remuneration payable for Secretarial Audit for Financial Year 2025-26 has been agreed at ₹ 3,50,000/- plus applicable taxes and out of pocket expenses (the fee for remaining Financial Years shall be determined by the Audit Committee subject to the condition that maximum increase in fee shall not be more than 10% in any Financial Year).</p> <p>Besides the audit services, the Company would also avail various services in the nature of certifications and other permissible professional work under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms.</p> <p>The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor and is commensurate with the size and scale of operations of the Company.</p>
Basis for recommendation for appointment	<p>The recommendations by the audit committee and board are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and SEBI Listing Regulations.</p> <p>M/s MAKS & Co., Company Secretaries were the existing Secretarial Auditor of the Company since last three years. Considering their past association, audit competence, technical knowledge, proficiency and change in SEBI LODR mandating appointment of Secretarial Auditor for five years, they have been proposed for such appointment to be considered by the shareholder.</p>
Credentials of Secretarial Auditor	MAKS & Co, Companies Secretaries, bearing firm registration number P2018UP067700 and Peer Review Certificate No.: 2064/2022, is partnership firm of practicing company secretaries. MAKS & CO. is a corporate consultancy business solution firm which has been promoted, and is managed by qualified, experienced professionals from the fields of corporate governance and compliance. The partners are experienced company secretaries with collective work experience of over 60 years.

None of the Directors, Key Managerial Personnel of the Company/their relatives is concerned or interested, financial or otherwise, in the Resolution set out in Item No. 7 of this AGM Notice except to the extent of their shareholdings.

Item No. 8:

Dr. Naresh Trehan was re-appointed as the Chairman & Managing Director (CMD) of the Company for a period of 5 (five) years with effect from August 01, 2021 by the Shareholders at their Extra-Ordinary General Meeting held on September 06, 2021. His current tenure is upto July 31, 2026 and his remuneration for financial year 2025-26 is ₹ 7.20 Crores as CMD and ₹ 22.63 Crores as Chairman - Heart Institute & Chief Cardiac Surgeon (CCS) as approved by the Board of Directors on May 15, 2025. The Shareholders had approved upper cap of ₹ 35.00 Crores on total remuneration including remuneration of ₹ 7.50 Crores as CMD.

Dr. Naresh Trehan is the Promoter Director of the Company since inception. He is a qualified medical practitioner and holds a bachelor's degree in medicine and surgery from University of Lucknow and has been awarded a certificate in specialty of thoracic

and cardiac surgery by American Board of 'Fellow in Thoracic Surgery'. He had served as the Resident and Chief Resident in Surgery and 'Fellow in Thoracic Surgery' at New York University Medical Centre at Bellevue Hospital, University Hospital and Manhattan V.A. Hospital, New York, USA. He is also an elected fellow of the American Society of Angiology and the Indian Association of Cardiovascular- thoracic Surgeons. He has been admitted to honorary fellowship of Royal Australasian College of Surgeons. He was awarded the academic title of 'Honorary Professor' of the National Scientific Research Medical Centre Joint Stock Company, Kazakhstan. He has been awarded the 'Padma Bhushan' in 2001 and the 'Padma Sri' in 1991 by Government of India and Dr. B. C. Roy Award by Medical Council of India in 2005.

Under the visionary leadership of Dr. Naresh Trehan, the Company has achieved expected performance and growth which are/were detailed in the Directors Report and MD&A Report of current Financial Year and previous Financial Years. In recognition of his expertise and leadership and to leverage the brand image of the Company, it is proposed to consider him for reappointment within one year before the expiry date

of his present term. Therefore, on the recommendation of the Nomination and Remuneration Committee (without participation of Dr. Trehan, being member on the Committee), the Board of Directors of the Company at its meeting held on August 07, 2025, approved and recommended for approval of shareholders, the re-appointment of Dr. Trehan as Chairman and Managing Director for a further period of 5 years with effect from August 01, 2026 on the terms and conditions as mentioned in the Resolution.

Dr. Trehan is also associated with the Company as Chairman - Heart Institute & Chief Cardiac Surgeon in his professional capacity within the meaning of Section 197(4) of the Companies Act, 2013 and the NRC at its meeting held on August 06, 2025, formed its views that he possesses requisite qualification and experience for carrying out the practice of aforesaid position. Accordingly, the remuneration to be drawn by Dr. Trehan in the capacity of CCS shall not be considered as a part of Managerial Remuneration within the meaning of Section 197 of the Companies Act, 2013. Further, his remuneration as CMD is well within the prescribed limit of 5% of Net Profit for the FY 2024-25 and is expected to be within the same range in the coming financial years. The NRC at the aforesaid meeting unanimously recommended the re-appointment of Dr. Trehan as CMD and CCS. Pursuant to the requirements of Regulation 23 of Listing Regulations, the proposed remuneration of Dr. Trehan in both the capacities was placed before the Audit Committee also and the Audit Committee had approved the same.

In terms of Section 196(3) of the Companies Act, 2013, no Company shall appoint or continue the employment of any person as CMD who has attained the age of seventy years except by passing of Special Resolution. Dr. Trehan will attain the age of 79 years during Financial Year 2025-26. Considering his deep association & experience in managerial and strategic affairs of the Company and leadership role played by him at Board level, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee of the Company, at its meeting held on August 07, 2025, had recommended the appointment of Dr. Trehan as Chairman and Managing Director by passing of Special Resolution set out at Item no. 8 of this AGM Notice.

The total remuneration in terms of Regulation 17(6)(e), payable to Dr. Trehan in all capacities (i.e. as CMD & CCS) shall not exceed: for the financial year 2026-27, ₹ 33.00 Crores (i.e. ₹ 8.00 Crores as CMD & ₹ 25.00 Crores as CCS), for the financial year 2027-28, ₹ 36.30 Crores (i.e. ₹ 8.80 Crores as CMD & ₹ 27.50 Crores as CCS), for the financial year 2028-29, ₹ 39.95 Crores (i.e. ₹ 9.70 Crores as CMD & ₹ 30.25 Crores as CCS), for the financial year 2029-30, ₹ 44.20 Crores (i.e. ₹ 10.70 Crores as CMD & ₹ 33.50 Crores as CCS) and for the financial year

2030-31, ₹ 48.50 Crores (i.e. ₹ 11.50 Crores as CMD & ₹ 37.00 Crores as CCS), and his remuneration as CMD shall be as follows:

Remuneration, benefits and perquisites:

- I. **Salary:** He shall be paid monthly salary, based on a remuneration for each of the following financial years as follows:

Financial Year	Maximum remuneration that can be paid as CMD
2026-27	₹ 8.00 Crores
2027-28	₹ 8.80 Crores or 10% increment on the last drawn remuneration whichever is lower
2028-29	₹ 9.70 Crores or 10% increment on the last drawn remuneration whichever is lower
2029-30	₹ 10.70 Crores or 10% increment on the last drawn remuneration whichever is lower
2030-31	₹ 11.50 Crores or 10% increment on the last drawn remuneration whichever is lower

*remuneration as CMD for FY2025-26 is ₹ 7.20 Crores.

with the authority vested with Nomination & Remuneration Committee (NRC) of the Board and in absence of NRC, the Board of Directors to determine his remuneration on yearly basis.

- II. **Commission:** No Commission shall be paid to him.

III. Perquisites:

a) Medical Facility / Reimbursement:

He shall be entitled to free treatment in any of the facilities of the Company or reimbursement of medical expenses actually incurred for self and family (family as per the Companies Act, 2013) subject to maximum 2 month's remuneration as CMD per year.

b) Club Membership / Fees:

He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.

c) Personal Accident Insurance as per policy of the Company.

d) Telephone:

Facility of Company provided telephone / mobile.

IV. Limits on Remuneration:

The remuneration as specified in clauses above are maximum remuneration and the yearly remuneration shall be determined by the NRC within the overall limits (i.e. maximum increase can be upto 10 % of last drawn remuneration) basis

the yearly performance evaluation on defined criteria and KPIs. Further, the yearly revision in remuneration shall be subject to clearance of Audit Committee and the Board of Directors.

V. Sitting Fees:

He shall not be paid sitting fees for attending the meetings of the Board of Directors/ Committee(s) of the Company.

Dr. Trehan is not liable to retire by rotation during his tenure as the Chairman & Managing Director.

The Company has received from Dr. Trehan, consent to act as Chairman and Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(1) & (2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of any company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Dr. Trehan satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for this appointment.

Dr. Trehan's role as CMD includes strategic leadership in execution of business plans, supervision in all key operations and implementation of Company strategy, governance compliance, financial outcomes, facilitating effective communication between the Board and management as he is entrusted with substantial power of management. The performance is evaluated basis above defined KPIs on yearly basis by Nomination and Remuneration Committee.

The remuneration proposed to be paid to Dr. Trehan, as CMD has been benchmarked against publicly available data on compensation for comparable roles in leading healthcare and other organisations, considering the

size, complexity, and leadership responsibilities of the position.

A brief profile of Dr. Trehan, his specific areas of expertise and other relevant information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings in respect of his re-appointment is annexed as **Annexure E** to this Notice.

None of the Directors or other KMPs and their relatives except Dr. Naresh Trehan, Mr. Pankaj Sahni and their relatives are interested in passing of this Special Resolution.

The Board of Directors therefore recommends the resolution as set out in Item No. 8 of the Notice for approval of Members of the Company by way of a Special Resolution.

Item No. 9:

In continuation of Item no. 8, Dr. Trehan is also associated with the Company in the capacity of Chairman Heart Institute & Chief Cardiac Surgeon for the entire Group in his professional capacity as stipulated under Section 197(4) of the Companies Act, 2013. The profile of Dr. Trehan in his professional capacity is mentioned in the explanatory statement of Item no. 8.

In terms of provisions of Section 188 of the Companies Act, 2013, holding of any position in the Company by a director shall be termed as "Office and Place of Profit" and shall be treated as a related party transaction. Further, if the remuneration drawn by the Director from that Office and Place of Profit is more than prescribed limit, approval of shareholders is also required to be obtained.

In terms of provisions of Section 188 of the Companies Act, 2013 and the applicable rules framed thereunder, a related party transaction will require prior approval of shareholders through Ordinary Resolution.

In terms of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 particulars of above transaction are as follows:

Particular	Details
The name of the related party and nature of relationship	Dr. Naresh Trehan. He is Promoter, Chairman & Managing Director and Shareholder of the Company and is proposed to be re-appointed as Group Chairman - Heart Institute & Chief Cardiac Surgeon. Dr. Trehan is related to Mr. Pankaj Sahni, Group CEO & Director and one of the KMPs of the Company.
Nature, tenure, material terms, monetary value and particulars of the contract or arrangements	The proposed re-appointment is for a period of 5 years w.e.f. August 01, 2026 and in his capacity of CCS, he shall be responsible for leading the entire affairs of Cardiac Sciences specialty of the Company and Group including but not limited to participating in clinical practice and managing all clinical and day to day operating issues of the specialty at Gurugram unit as well as overseeing the clinical functioning of the Heart Institute at all other units of the Group.

His total remuneration during previous term is as follows:

₹ in Cr

FY	CMD	CCS	Total	% increase
21-22	4.25	14.00	18.25	NA
22-23	4.89	16.10	20.99	15
23-24	5.43	17.89	23.32	11.10
24-25	6.25	19.84	26.09	11.88
25-26	7.20	22.63	29.83	14.33

He shall be paid maximum remuneration at the end of FY 2030-31 of upto ₹ 48.50 Crores (including the remuneration drawn as CMD) with the maximum limits for both his role as CMD and CSS per year as outlined in the following table:

₹ in Cr

FY	CMD	CCS	Total	Maximum % increase*
26-27	8.00	25.00	33.00	NA
27-28	8.80	27.50	36.30	10
28-29	9.70	30.25	39.95	10
29-30	10.70	33.50	44.20	10
30-31	11.50	37.00	48.50	10

* Total amount of salary in each category (CMD and CSS) is limited to a maximum of the amount mentioned above or 10% of the last drawn salary, whichever is lower

The remuneration as specified in clauses above are maximum remuneration and the yearly remuneration shall be determined by the NRC within the overall limits (i.e. maximum increase can be upto 10% of last drawn remuneration) basis the yearly performance evaluation on defined criteria and KPIs. As a clinician, the KPIs would include handling high-end complex cardiac surgeries, managing cardiothoracic and vascular surgeries of the Gurugram unit, overseeing the day to day functioning of the Heart Institute (Cardiac surgery, Cardiology and Vascular Surgery) for the Gurgaon unit as well as managing and monitoring the functioning of the Heart Institute for other units in the Group, and leading new and innovation based cardiac treatment by upgrading existing robotic surgeries and other related techno clinical parameters. Further, the yearly revision in remuneration shall be subject to clearance of Audit Committee and the Board of Directors basis the performance evaluation.

Particular	Details
Any other information relevant or important for the members to take a decision on the proposed resolution.	<p>(a) The transaction is in the ordinary course of business since Cardiac Science has been the highest revenue generating specialty of the Company since inception and the experience and qualification of Dr. Naresh Trehan is best suited for the position. Dr. Trehan has made outstanding contributions to both the cardiac surgery as well as the cardiology and vascular surgery department of the Group and has been key to its growth and the growth of the Company. Over the years, the Company has grown and expanded its facilities and Dr. Trehan's roles and responsibilities have increased overtime and the Company expects that his responsibilities will continue to increase in the coming years as the Company and the relevant department of the Group continue to grow. Dr. Trehan continues to dedicate his time to the department and is very active in the medical practice of the above departments. In addition, he acts as a key mentor and guide for the cardiac surgeons and cardiologists both in the Gurugram unit as well as all other units of the Company. His presence and oversight also serve to help in attracting the highest end talent of cardiac surgeons and cardiologists to work under his leadership. Over the past three years, approximately 21% to 23% of consolidated revenue has been generated from Cardiac specialties. His continued involvement ensures continuity of care, innovation, mentorship, and brand equity.</p> <p>(b) The proposed remuneration has been benchmarked against the compensation paid to senior clinicians and clinical heads, and aligned with pay levels of other senior specialists within the Company, taking into account the nature of specialisation, seniority, responsibilities and revenue generated. The proposed remuneration also takes into account Dr. Trehan's pioneering and cutting-edge work and recognised standing and seniority in his specialty, and factors in changes due to inflation & publicly available data on average remuneration increase in the Healthcare sector and other sectors.</p> <p>(c) Dr. Trehan is the Chairman & Managing Director and Promoter of the Company, holds 5,42,65,082 Equity Shares in his individual capacity and 3,44,60,375 Equity Shares jointly with his spouse as on March 31, 2025. The combined % holding of Dr. Trehan in the Company is 33.01%.</p> <p>(d) The proposed maximum remuneration of ₹ 48.5 Crores in FY 2030-31 is 1.28% of consolidated turnover of the Company for the Financial Year 2024-25.</p> <p>(e) Dr. Trehan is considered as one of the best Cardiac Surgeons of the country and was recently recognised as one of the 'Seven Wise Coronary Surgeons of the Golden Era of the 90s' by the International Congress of Cardiac Surgery and celebrated as the 'Indian Father of Cardiac Surgery' by the American Association of Cardiologists of Indian Origin.</p>

The proposed transaction is not a Material Related Party Transaction within the meaning of Regulation 23 of Listing Regulations, hence, approval of the shareholders is not required thereunder.

The Board of Directors therefore recommends the resolution as set out in Item No. 9 of the Notice for approval of Members of the Company by way of an Ordinary Resolution.

None of the Directors or other KMPs and their relatives except Dr. Naresh Trehan, Mr. Pankaj Sahni and their relatives are interested in passing of this Ordinary Resolution and accordingly, Dr. Trehan will not vote in this resolution as required under Section 188 of the Companies Act, 2013.

The members are requested to consider and approve the proposed resolution at Item no. 9 as an Ordinary Resolution.

**By order of the Board of Directors
For Global Health Limited**

Date: August 07, 2025
Place: Gurugram

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

Annexure: A

Tax Deducted at Source (TDS) on Dividend Distribution

Please take note of the below mentioned provision and information /documents required for each member.

No tax will be deducted on payment of dividend to the resident individual shareholder if the total dividend, paid during Financial year ('FY') 2025-26, does not exceed ₹ 10,000/-

The withholding tax rate would vary depending on the residential status, category of the shareholder and is subject to provision of requisite declarations / documents to the Company.

A. RESIDENT SHAREHOLDERS:

Sl. No.	Particulars	Applicable Rate	Documents required (if any)
(a)	No TDS shall be deducted in the case of resident individual members, if the amount of such dividend in aggregate paid or likely to be paid during the financial year 2025-26 does not exceed ₹ 10,000/-	NIL	-
(b)	With Permanent Account Number ('PAN') (Section 194) With PAN for all other than individuals and for Resident individuals (Exceeding ₹ 10,000/- during financial year 2025-26)	10%	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - KFin Technologies Limited (in case of shares held in physical mode). Or click on the following link: https://ris.kfintech.com/form15/forms.aspx?q=0
(c)	Without PAN / Invalid PAN / has not registered their valid PAN details in their account (Section 206AA)/PAN-Aadhar not linked on income tax portal for all other than individuals and individuals (Exceeding ₹ 10,000/- during financial year 2025-26)	20%	NA
(d)	Submitting Form 15G (applicable to only resident individual shareholders below the age of sixty years)/ Form 15H (applicable to only resident individual shareholders aged 60 years or more) under section 197A of the Act	NIL	Form 15G/ 15H duly signed, along with self-attested copy of PAN card. Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - KFin Technologies Limited (in case of shares held in physical mode). Or click on the following link: https://ris.kfintech.com/form15/forms.aspx?q=0 Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirements of law.
(e)	Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Self-attested copy of the Lower/NIL withholding tax certificate obtained from tax authority to be submitted: https://ris.kfintech.com/form15/forms.aspx?q=0 . The certificate should be valid for the financial year 2025-26 and should cover the dividend income.
(f)	Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10(23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate. Please Click on the following link: https://ris.kfintech.com/form15/forms.aspx?q=0
(g)	An Insurance Company exempted under Section 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it and documentary evidence that the provisions of section 194 of the Act are not applicable to them along with Self attested PAN and copy of registration certification issued by the IRDAI. Please click on the following: https://ris.kfintech.com/form15/forms.aspx?q=0
(h)	Alternative Investment Fund ('AIF') established / incorporated in India having exempt income under section 10(23FBA) of the Act (as per CBDT Notification No. 51/2015 dated 25 June 2015)	NIL	Documentary evidence to prove that Investment Fund is a fund as defined in clause (a) of the Explanation 1 of Section 115UB of the Act and self-declaration that its Dividend Income is exempt under Section 10(23FBA) of the Act and that they are established as Category I or Category II AIF under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations along with self-attested copy of PAN card and registration certificate issued by SEBI. Please click on the following: https://ris.kfintech.com/form15/forms.aspx?q=0

Sl. No.	Particulars	Applicable Rate	Documents required (if any)
(i)	New Pension System Trust established u/s 10(44) of Income Tax Act, 1961	NIL	Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card and registration certificate.
(j)	Recognised provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952	NIL	Self-declaration that Recognised provident fund established in India and are the beneficial owner of the share/shares held in the Company; and income is exempt under Section 10(25)(ii) of the Act read with circular 18/2017 dated 29 th May 2017 and valid approval granted under Rule 3 of Part A of Fourth Schedule to the Act; and submitting self-attested copy of the PAN card and registration certificate, as applicable.
(k)	Approved Superannuation Fund to whom approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Act.	NIL	Self-declaration that Approved Superannuation Fund established in India and are the beneficial owner of the share/shares held in the Company; and our income is exempt under Section 10(25)(iii) of the Act read with circular 18/2017 dated 29 th May 2017 and valid approval granted under Rule 2 of Part B of Fourth Schedule to the Act; and are submitting self-attested copy of the PAN card and registration certificate, as applicable.
(l)	In unproved Gratuity Fund to whom approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Act needs to be submitted.	NIL	Self-Declaration that Approved Gratuity Fund established in India and are the beneficial owner of the share/shares held in the Company; and income is exempt under Section 10(25)(iv) of the Act read with circular 18/2017 dated 29 th May 2017 and valid approval granted under Rule 2 of Part C of Fourth Schedule to the Act; and are submitting self-attested copy of the PAN card and registration certificate, as applicable.
(m)	Corporation established by or under a Central Act governed by section 196	NIL	Certificate of registration which indicates that it is corporation established under central act and its income is exempt from income tax
(n)	Other Non-Individual shareholders	NIL	Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

Shareholders are requested to ensure Aadhaar number is linked with PAN, as per the timelines prescribed as provided in section 139AA(2) read with Rule 114AAA of the Income Tax Rules, 1962 ('Rules'). The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing wrong information about applicability of Section 206AA in your case.

A. NON-RESIDENT SHAREHOLDERS:

Sl. No.	Particulars	Applicable Rate	Documents required (if any)
(a)	Non-resident Shareholders including Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) OR Tax Treaty Rate (whichever is less) Non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if the DTAA provisions are more beneficial.	<p>Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - KFin Technologies Limited. (in case of shares held in physical mode).</p> <p>Self-Attested Copy of SEBI Registration Certificate, as applicable.</p> <p>Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route, as applicable for FIIs/ FPIs. In order to apply the Tax Treaty rate, ALL the following documents would be required:</p> <ol style="list-style-type: none"> Copy of self-attested Indian Tax Identification number (PAN). In absence of PAN, specified information/ documents as per Rule 37BC of Income Tax Rules, 1962 (Rules) to be provided. On non-furnishing of the prescribed information/ documents as per Rule 37BC of the Rules, withholding tax of 20% (plus applicable surcharge and cess) may be applicable. Self-attested Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident certifying status during Financial Year 2025-26 (for the period 01 April 2025 to 31 March 2026).

Sl. No.	Particulars	Applicable Rate	Documents required (if any)
			<p>3. Form 10F duly filled and submitted in the income-tax e-filing portal. As you may already be aware, pursuant to Notification No. 03/2022 dated 16 July 2022, the Central Board of Direct Tax (CBDT) mandates filing of Form 10F electronically by the non-resident shareholders, through the e-filing portal of the Income Tax website. Please note that the said functionality to file Form 10F electronically is available to both non-residents i.e., non-residents having PAN and not having PAN. Accordingly, shareholder(s) who wish to claim Tax Treaty benefit, need to mandatorily file Form 10F online at the link https://www.incometax.gov.in/iec/foportal/</p> <p>4. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate.</p> <p>5. Self-declaration from Non-resident shareholder for the financial year 01 April 2025 to 31 March 2026, primarily covering the following:</p> <ul style="list-style-type: none"> - Non-resident is eligible to claim the benefit of respective tax treaty; - Non-resident receiving the dividend income is the beneficial owner of such income; - Dividend income is not attributable/ effectively connected to any Permanent Establishment (PE) or Fixed Base in India or any business connection in terms of section 9(1) of the Act. (Format attached herewith); - Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); <p>6. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.</p> <p>Click on the following Link: https://ris.kfintech.com/form15/forms.aspx?q=0</p>
(b)	Sovereign Wealth Fund, Pension Fund, Other bodies notified u/s 10(23FE) of the Act	NIL	Document evidencing the applicability of section 10(23FE) of the Act / notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India Self-attested declaration that the conditions specified in section 10(23FE) of the Act have been complied with.
(c)	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	NA
(d)	Submitting Order under Section 195 / 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Self-attested copy of Lower/Nil withholding tax certificate obtained from Income Tax authorities.
(e)	Any non-resident shareholder exempted from tax deduction as per the provisions of IT Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from tax deduction

It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident member.

Accordingly, in order to enable us to determine the appropriate withholding tax rate applicable, we request you to provide these details and documents as mentioned, above, on or before Saturday, September 06, 2025. Any documents submitted after September 06, 2025 shall not be considered.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on dividend payment to such shareholder.

Other Important Instructions:

i. Section 199 of the Income Tax Act ('the Act'), read with Rule 37BA of the Income Tax Rules, 1962 ('the Rules') inter-alia states that if the income on which tax has been deducted at source is assessable in the hands of a person other than deductee, credit of the tax deducted at source shall be given to the other person and not to the deductees.

Therefore, in case the shares are held by the member on behalf of any other person, then the deductee shall submit a declaration mentioning the name, address, permanent account number of the person to whom credit is to be given, payment or credit in relation to which credit is to be given, declaration that the dividend income is assessable in the hands of the beneficiaries of the shares (and not the custodian), undertaking that the custodian will not claim credit of TDS from the dividend amount assessable in the hands of the beneficiaries and reasons for giving credit to such person. Only after receipt of such declaration, the deductor shall report the tax deduction in the name of the other person and shall issue the certificate for deduction of tax at source in the name of the other person, whose name is mentioned in the declaration. The shareholders are requested to submit the necessary documents on or before September 06, 2025 at einward.ris@kfintech.com.

ii. Section 206AA of the Act As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/ inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by Government on PAN Aadhar linking.

- iii. Only scanned copies of the aforementioned tax relief documents such as PAN, Forms 15G/15H/10F/ Self-declaration/documentary evidence etc. will be accepted by the Company/ RTA as per link/ email given above. The documents (duly completed and signed) are required to be submitted by uploading the documents on the link. The shareholders are requested to submit the necessary documents on or before **September 06, 2025**.
- iv. Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- v. In case of joint shareholders, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.
- vi. Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
- vii. Shareholders holding shares in dematerialised mode, are requested to update their records such as tax residential status, permanent account number (PAN), registered email address, mobile number and other details with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to furnish details to the Company's Registrar and Transfer Agent, viz. KFin Technologies Limited.
- viii. The Company is obligated to deduct tax at source based on the records made available by National Securities Depository Limited or Central Depository Services (India) Limited ("the Depositories") in case of shares held in electronic mode and from the RTA in case of shares held in physical mode and no request will be entertained for revision of TDS return.
- ix. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

Annexure -B

Brief Profile of Directors 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:

Name of the Director	Ravi Kant Jaipuria		
DIN	00003668		
Date of Birth	28-11-1954		
Date of First Appointment to the Board/ Age	06-10-2015 / 70		
Brief Resume and Nature of Expertise in specific functional areas	Ravi Kant Jaipuria is a Non-Executive Nominee Director of the Company. He was appointed on the Board of the Company with effect from October 6, 2015. He has completed his higher secondary education from Delhi Public School Mathura Road, New Delhi, India. He has over 31 years of experience in conceptualising, executing, developing and expanding food, beverages and dairy business in South Asia and Africa. He has an established reputation as an entrepreneur and business leader. He currently serves as the promoter, non-executive director and chairman at Varun Beverages Limited. He was awarded the 'Distinguished Entrepreneurship Award' at the PHD Chamber Annual Awards for Excellence in 2018.		
Shareholding in the Company either directly or in form of beneficial interest for any other person	26,208 Equity Shares		
Relationship with other Directors & KMP's	None		
No. of Meetings of the Board attended during the year	4 out of 7		
Directorships held in other Companies (Excluding Foreign Companies)	1. Varun Beverages Limited 2 Devyani International Limited 3 Devyani Food Industries Limited 4 RJ Corp Limited 5 Alisha Torrent Closures (India) Private Limited		
Membership /Chairmanship of Committees of other companies	Varun Beverages Limited	Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
	Devyani International Limited	Nomination and Remuneration 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. Ravi Kant Jaipuria is not entitled for any remuneration /sitting fees.		

Annexure: C

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:

Name of the Director	Vikram Singh Mehta		
DIN	00041197		
Date of Birth/ Age	October 30, 1952 / 72		
Date of First Appointment to the Board	January 25, 2021		
Brief Resume and Nature of Expertise in specific functional areas	Vikram Singh Mehta is a Non-Executive Independent Director of the Company. He was appointed on the Board on January 25, 2021. He holds a bachelor's degree in arts (Politics and Economics Honors) from the University of Oxford, United Kingdom. He currently serves as chairman and distinguished fellow at Centre for Social and Economic Progress and independent director on the boards of various companies including Colgate-Palmolive (India) Limited and Apollo Tyres Limited. He also received Asia Centre for Corporate Governance and Sustainability's Award for 'Best Independent Director' in India for 2016.		
Shareholding in the Company either directly or in form of beneficial interest for any other person	NIL		
Relationship with other Directors & KMP's	NIL		
No. of Meetings of the Board attended during the year	7 out of 7		
Directorships held in other Companies (Excluding Foreign Companies)	<ol style="list-style-type: none"> 1. Jubilant Foodworks Limited 2. Interglobe Aviation Limited 3. Classic Legends Private Limited 4. Mahindra Electric Automobile Limited 5. CSEP Research Foundation 6. Reliance Foundation Institution of Education and Research 		
Membership /Chairmanship of Committees of other companies	Jubilant Foodworks Limited	Stakeholders Relationship Committee	Chairman & Member
		Audit Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
	Interglobe Aviation Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
	Mahindra Electric Automobile Limited	Audit Committee	Chairman & Member
		Nomination and Remuneration Committee	Member
	Classic Legends Private Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
	Nil		
Listed entities from where he resigned in the past three years.	Nil		
Terms and conditions of appointment/re appointment	As per the resolution set out in the Notice read with Explanatory Statement.		
Details of Remuneration sought to be paid	<ol style="list-style-type: none"> 1) He shall be eligible for payment of such amount of commission, as may be determine by NRC or Board of Directors, from time to time provided that the amount of such commission together with commission payable to all other Independent Directors for the time being on the Board of the Company should not exceed 1% of Net Profits of the Company. 2) In addition, he shall be paid sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings. 		
Remuneration last drawn	For the financial year 2024-25, he received sitting fees amounting to ₹ 15,00,000/- and Commission of ₹ 22,00,000/-		
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Vikram Singh Mehta meets the following skills and capabilities required for the role of Independent Director, as have been identified by the Nomination & Remuneration Committee/Board of Directors of the Company:</p> <ul style="list-style-type: none"> • Corporate governance and Board Skills • Finance, Accounting and Risk Management • HR/Talent Management • Leadership/Strategic Formulation and General Management • Risk/Legal/Regulatory Compliance 		

Annexure-D

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:

Name of the Director	Hari Shanker Bhartia		
DIN	00010499		
Date of Birth/ Age	12-12-1956 / 69		
Date of First Appointment to the Board	23-03-2021		
Brief Resume, Age and Nature of Expertise in specific functional areas	<p>Hari Shanker Bhartia is a Non-Executive Independent Director of the Company. He was appointed on the Board on March 23, 2021. He holds a bachelor's degree in technology in chemical engineering from the Indian Institute of Technology, Delhi. He has over 38 years of experience in the pharmaceuticals, life science and food service industries. He currently serves as co-chairman and managing director at Jubilant Pharmova Limited. He was awarded the 'Distinguished Alumni Award' by the Indian Institute of Technology, Delhi in 2000.</p>		
Shareholding in the Company either directly or in form of beneficial interest for any other person	Nil		
Relationship with other Directors & KMP's	None		
No. of Meetings of the Board attended during the year	6 out of 7		
Directorships held in other Companies (Excluding Foreign Companies)	<ol style="list-style-type: none"> 1. Jubilant Pharmova Limited 2. Jubilant Ingrevia Limited 3. Jubilant Food Works Limited 4. Shriram Pistons and Rings Limited 5. Jubilant Bhartia Foundation 6. Jaytee Private Limited 7. Jubilant Securities Private Limited 8. HSB Trustee Company Private Limited 9. HKB Trustee Company Private Limited 10. HS Trustee Company Private Limited 11. KHB Trustee Company Private Limited 12. Jubilant Enpro Private Limited 13. CSEP Research Foundation 		
Membership /Chairmanship of Committees of other companies	Jubilant Foodworks Limited	Nomination, Remuneration and Compensation Committee	Member
Listed entities from where he resigned in the past three years.	NIL		
Terms and conditions of appointment/ re appointment	As per the resolution set out in the Notice read with Explanatory Statement.		
Details of Remuneration sought to be paid	<ol style="list-style-type: none"> 1) He shall be eligible for payment of such amount of commission, as may be determine by NRC or Board of Directors, from time to time provided that the amount of such commission together with commission payable to all other Independent Directors for the time being on the Board of the Company should not exceed 1% of Net Profits of the Company. 2) In addition, he shall be paid sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings. 		
Remuneration last drawn	For the financial year 2024-25, he received sitting fees amounting to ₹ 9,00,000/- and Commission of ₹ 22,00,000/-		
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Hari Shanker Bhartia meets the following skills and capabilities required for the role of Independent Director, as have been identified by the Nomination & Remuneration Committee/Board of Directors of the Company:</p> <ul style="list-style-type: none"> • Corporate governance and Board Skills • Finance, Accounting and Risk Management • Experience in health care industry • HR/Talent Management • Leadership/Strategic Formulation and General Management • Risk/Legal/Regulatory Compliance 		

Annexure-E

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:

Name of the Director	Dr. Naresh Trehan
DIN	00012148
Date of Birth/ Age	12-08-1946 / 79
Date of First Appointment to the Board	13-08-2004
Brief Resume, Age and Nature of Expertise in specific functional areas	Dr. Naresh Trehan is the Chairman and Managing Director of the Company. He was appointed on the Board of the Company on August 13, 2004. He has been the Chairman and Managing Director of the Company since June 1, 2007 and was re-appointed on August 1, 2021. He is the Promoter and has also been appointed as the Chairman - Heart Institute and the Chief Cardiac Surgeon. He holds a bachelor's degree in medicine and surgery from the Faculty of Medicine, University of Lucknow and has been awarded a certificate in specialty of thoracic and cardiac surgery by the American Board of Thoracic Surgery. He has served in the training programme and as the 'Fellow in Thoracic Surgery' at the New York University Medical Centre at Bellevue Hospital, University Hospital and Manhattan V.A. Hospital, New York, USA. He is also an elected fellow of the American Society of Angiology and the Indian Association of Cardiovascular- Thoracic Surgeons. He has been admitted to honorary fellowship of the Royal Australasian College of Surgeons in 2000. He has been awarded the academic title of 'Honorary Professor' of the National Scientific Research Medical Center Joint Stock Company, the Republic of Kazakhstan. He has been awarded the 'Padma Bhushan' in 2001 and the 'Padma Shri' in 1991 by the Government of India and Dr. B.C. Roy Award by Medical Council of India in 2005. He has also been awarded a special award dated November 14, 2021 by the American Association of Cardiologists of Indian Origin for his outstanding contributions as 'Indian Father of Cardiac Surgery'.
Shareholding in the Company either directly or in form of beneficial interest for any other person	8,87,25,457 Equity Shares
Relationship with other Directors & KMP's	Mr. Pankaj Sahni is related to Dr. Naresh Trehan, Chairman and Managing Director of the Company.
No. of Meetings of the Board attended during the year	7 out of 7
Directorships held in other Companies (Excluding Foreign Companies)	1. Shrumps Real Estates Limited 2. Wah India Private Limited 3. Global Health Patliputra Private Limited 4. Varun Beverages Limited 5. GHL Pharma & Diagnostic Private Limited 6. GHL Hospital Limited 7. Global Health Institute of Medical Sciences Foundation
Membership /Chairmanship of Committees of other companies	NIL
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	As per the resolution set out in the Notice read with Explanatory Statement.