



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MANIPAL HEALTH ENTERPRISES LIMITED (FORMERLY MANIPAL HEALTH ENTERPRISES PRIVATE LIMITED) ("THE COMPANY") HELD ON THURSDAY, JULY 23, 2026, VIA 'ZOOM MEETING' PLATFORM AT THE ANNEXE, #98/2 RUSTOM BAGH, HAL AIRPORT ROAD, BENGALURU – 560017

APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS

“RESOLVED THAT in furtherance of the resolutions of the Board dated July 15, 2026 approving the updated draft red herring prospectus, the in-principle approvals received from BSE Limited and the National Stock Exchange of India Limited each dated June 09, 2026, the final SEBI observation letter bearing reference no. I/15418/2026 dated July 03, 2026 received from the SEBI along with the letter dated July 21, 2026 noting the changes specified, subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and applicable provisions of the Companies Act, 1956, if any, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), and other regulations issued by the SEBI, the red herring prospectus dated July 23, 2026 (the **“RHP”**), in respect of the initial public offer of equity shares of face value of ₹2 each (the **“Equity Shares”**) comprising of a fresh issue of Equity Shares (the **“Fresh Issue”**) and an offer for sale the Selling Shareholders (such offer for sale, the **“Offer for Sale”**, together with Fresh Issue, **“Offer”**) by the Company, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer (**“BRLMs”**), within the price band to be decided by the Company in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the ROC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), and thereafter with the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws.

RESOLVED FURTHER THAT Dr. H. Sudarshan Ballal, Mr. Dilip Jose, Mr. Sameer Agarwal, Mr. Karthik Rajagopal, Mr. Sathish K R, Mr. Pratik Gupta, Parag Agarwal, Chandan Jain be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the ROC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.





RESOLVED FURTHER THAT each of the directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

RESOLVED FURTHER THAT, the draft preliminary international wrap dated July 23, 2026 of the Company which is placed before the Board in respect of the Offer ("**Preliminary International Wrap**"), be and is hereby approved.

RESOLVED FURTHER THAT Dr. H. Sudarshan Ballal, Mr. Dilip Jose, Mr. Sameer Agarwal, Mr. Karthik Rajagopal, Mr. Sathish K R, Mr. Pratik Gupta, Parag Agarwal, Chandan Jain be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect."

//Certified True Copy//

For Manipal Health Enterprises Limited

(Formerly Manipal Health Enterprises Private Limited)



Sathish K R
Company Secretary
A15203



Address: The Annexe, #98/2 Rustom Bagh,
HAL Airport Road, Bangalore – 560017,
Karnataka