

**MEMORANDUM OF ASSOCIATION
OF
Manipal Health Enterprises Limited¹
(COMPANY LIMITED BY SHARES)**

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

- I. The name of the Company is **MANIPAL HEALTH ENTERPRISES LIMITED¹**
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is incorporated are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To carry on the business of healthcare services, establishing, promoting and maintaining hospitals, multi-specialty health hospitals, ICCUs, healthcare centres, nature care centres, polyclinics, surgical centres, laboratories and research centres, diagnostic centres, fitness centres, healthcare townships with pathology, radiology, micro-biology, bio-chemistry, CT scan, ultrasonography and other modern facilities for treatment, prevention, detection and cure of diseases, ailments of all kinds in India and abroad.
2. To conduct, research, investigation, studies and surveys in medicine, biology, anatomy, bio – chemistry, bio – engineering, medico-engineering, dentistry, pharmacy, pharmacology and to impart education in the above facilities by operating schools, colleges, clinics, workshops, research centers, etc and to establish and operate schools, colleges, technical institutions, medical colleges, dental colleges, veterinary colleges, institutions to impart training in nursing, physical education, yoga, skin and beauty enhancement, home science, etc and to design, develop, process, provide, manage, maintain, promote, acquire, purchase, undertake, improve, equip, initiate, encourage, subsidize and organize and generally to conduct the business of services for development of special purpose clinics, including centers such as industrial and of health care its management utilization of related services, consulting services, paramedic clinics, community health centers, immunization centers.
3. To design, develop process, provide, manage, maintain, promote, acquire, purchase, undertake, improve, equip, initiate, encourage, subsidize and organize and generally to conduct the business of programs and services to educate, monitor and manage health. And to design, develop, process, provide, manage, maintain, promote, acquire, purchase, undertake, improve, equip, initiate, encourage, subsidize and organize and generally to conduct the business of networks of high quality providers to provide healthcare services and specialty networks, and professional demand management programs for medical professionals to receive on demand specific information related to specific diagnoses and to carry on the business of dealers, manufacturers, importer, exporter and trader of medicines, medical equipment, anatomical, orthopedic and surgical instruments and appliances of all kinds and to carry on the business of artificial eye and limb makers, bandage makers, crutch chair and stretcher makers, carriage makers, chemist and druggists and providers, suppliers for hospitals, patient care and invalids and to establish, promote or concur in establishing or promoting any Company or companies in India and / or outside India and / or outside India for the pursuance of any or all of the business as set out above.

¹Name clause of the Memorandum of Association altered because of conversion from private limited to public limited company as approved by the shareholders of the Company pursuant to special resolution passed by the shareholders of the Company at the Extraordinary General Meeting of the Company held on November 20, 2025.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS SPECIFIED UNDER 'A' ABOVE ARE:

1. To convert, acquire and take over as a going concern the business of any proprietary, partnership firm or limited Company carrying on or engaged in or about to carry on or engage in transaction or business which this Company is authorised to carry on or conduct or engage in or any business or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company, along with all or any of the assets and liabilities of such concern for such consideration as the Company may think fit and in particular by allotment of shares, debentures as other securities of the Company.
2. To negotiate loans, to draw, make, accept, negotiate, discount, buy, sell and deal in all kinds of bills of exchange, promissory notes, cheques, hundies, bills of lading, warrants, debentures, coupons and other negotiable or transferable instruments, subject to the provisions of Banking Regulation Act, 1949.
3. To borrow or raise money at interest or otherwise, in such manner as the Company may think fit and in particular by acceptance of deposits, issue of debenture stock convertible into shares and as security for any such money so borrowed, raised or received to mortgage, hypothecate, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise and to transfer or convey the same absolutely or in trust, to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem, exchange, vary, extend or pay off and from time to time re- issue any such securities. But the Company shall not do any banking business as defined in the Banking Regulation Act, 1949. The acceptance of deposits shall be subject to the provisions of Section 58A and Section 3(1) (iii) (a) of the Companies Act, 1956 and the Rules framed thereunder.
4. To lend, deposit or invest moneys belonging to or entrusted to or at the disposal of the Company to/with any person, firm or company and in particular to customers and others having dealings with the Company, with or without security, upon terms as may be thought proper and to guarantee the performance of contracts by such person, firm or Company but not to do the business of banking as defined in the Banking Regulation Act 1949.
5. To amalgamate or merge with any other Company.
6. To sell, mortgage, assign or lease and in any other manner deal with or dispose off the undertaking or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
7. To enter into partnership or any arrangements.
8. To sell or dispose of the whole or substantially the whole of the business and properties of the Company.
9. To purchase, use or by other means acquire and protect prolong and renew trademarks, trade names, designs, secret process, patents, rights, Brevets D' invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting, testing, improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
10. To enter into arrangements with the Government Sovereign State or other authorities supreme, municipal, local or otherwise that may seem conducive to Company's objects or any of them

and to acquire or obtain from any such Government, Sovereign State or Authority, any rights, privileges and concessions which the Company may think desirable.

11. To pay all the costs, charges and expenses of and incidental to the formation, promotion, registration and establishment of the Company including costs, charges of negotiations and contracts and arrangements made prior to and/or in anticipation of the formation and incorporation of the Company.
12. To acquire property and rights which the Company may think necessary or convenient for the purposes of its business or otherwise and in particular to build, construct, purchase, alter, enlarge, dismantle, maintain, remove or replace and to work, manage, hire and control, any land, buildings, offices, factories, shops, machinery engines, railway sidings and other works and conveniences and to sell, let on lease or otherwise dispose off or grant rights over nay property belonging to the Company.
13. To establish branches, units, agencies in the Union of India or in any part of the World and to regulate and discontinue the same and to have the Company registered or recognised in any foreign country.
14. To distribute all or any of the properties of the Company in specie among its members.
15. To provide for the welfare of the employees or ex-employees of the Company including Directors and advisers and wives, widow, families or dependents or relatives of such persons by building or contributing to the building of houses, dwellings or by grant of money, pension, gratuity, bonus, payment towards insurance or other payments or by creating from time to time, subscribing or contributing to, aiding or supporting provident funds or trust or convenience and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries medical and other attendance and assistance.
16. Subject to the provisions of the Companies Act, 1956 to subscribe or contribute or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national and other institutions of any public, general or useful objects.
17. Subject to the provisions of the Companies Act, 1956 to make donations except for political purposes to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the objects or otherwise expedient.
18. To buy, sell, manufacture, prepare, treat, repair, alter, manipulate, exchange, hire, let on hire, import, export, dispose off and deal in all kinds of articles and things, which may be required or the purpose of any of the business, which the Company is expressly or by implication authorised by this Memorandum to carry on or which are commonly dealt with by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business of the Company.
19. To improve, manage, work, develop, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
20. To take or otherwise hold shares in any other Company and to pay for any properties, rights, privileges, acquired by this Company, either in shares of this Company or partly in shares and partly in cash or otherwise and to give shares, or stock of this Company in exchange for shares or stock of any other Company.
21. To purchase, re-sell, upgrade and generally deal in computer hardware and software and carry on the sale of such items on commission, profit sharing or other basis.



22. To enter into agreements and contracts with Indian and Foreign individuals or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
23. To incur debts and obligations for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of this Company.
24. To remunerate (by cash or by allotment of fully or partly paid shares or in any other manner) whether out of the Company's profits or otherwise, to any person or firm or Company for the services rendered or to be rendered in giving technical aid, know-how or advice or any other reason which the Company may think proper.
25. To make advances upon or for the purpose of products dealt with by the Company and other articles required for the purpose of the Company.
26. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
27. To acquire by concession, grant, purchase amalgamation, barter, lease, license or otherwise, either absolutely or jointly with others any tracts of land, houses, estates, farms, queries, water rights, way leaves and other works, privileges, rights and hereditaments and machinery plants, utensils, trademarks and other movable and immovable properties of any description whatsoever in relation to objects of the Company at any place or places in Karnataka State or any other State or States in India or in Foreign country together with such rights as may be agreed upon and granted by the Government.
28. To carry out research and development with a view to generating know-how/design for products, projects and systems.
29. To establish, provide, maintain and conduct or otherwise subsidise Research Laboratories and experimental workshops for scientific and technical researches, experiments and test of all kinds to promote studies and researches, scientific and investigative and inventive by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prize, grants to students or otherwise and generally to encourage, promote and rear studies, researches, experiments, tests and investigations of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
30. To form, promote, subsidise and assist companies, business and firms of all kinds and in connection therewith to guarantee the performance of any contracts, secure the requirements of any moneys, advances to such companies, business and firms by banks, financial institutions, companies, firms or other persons without doing banking business as per the Banking Regulation Act, 1949, on such terms and conditions as it thinks fit.
31. To do all or any of the above in all States in India and/or in any part of the world and either as principal, agents, contractors, trustees or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or conducive to the attainments of the above objects or any of them.

32. To permit utilization of the facilities availed from banks and financial institutions, by/through its subsidiary(ies)/special purpose vehicle(s)/joint venture(s) (incorporated or unincorporated) or any other person, with the liability thereon to continue to be with and be discharged by the Company and to be governed by the facility agreement to be executed in relation to such facilities for all purposes and intents, as if the same has been availed by the Company itself. *

C. THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE ARE:

1. To act as agents, dealers, brokers, exporters in respect of all kinds of articles, things and services.

IV. The liability of the Members is limited.

V. The Authorised Share capital of the Company is Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 1,50,00,00,000 (One Hundred Fifty Crores) Equity shares of Rs. 2/- (Rupees Two only) each. **

**Added pursuant to the approval of the members of the Company vide special resolution passed at an Extraordinary General Meeting held on June 23, 2016*

*** Clause V of Memorandum of Association was amended as below:*

- *Increase in Authorised Share Capital of the Company from Rs. 2,55,00,00,000/- (Rupees Two Hundred Fifty-Five Crores Only) divided into 1,27,50,00,000 (One Hundred Twenty-Seven Crores Fifty Lakhs) Equity shares of Rs. 2/- (Rupees Two only) each to Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 1,50,00,00,000 (One Hundred Fifty Crores) Equity shares of Rs. 2/- (Rupees Two only) each pursuant approval of the members of the Company vide ordinary resolution passed at an Extraordinary General Meeting held on October 28, 2025.*
- *Increase in Authorised Share Capital of the Company from Rs. 1,35,00,00,000/- (Rupees One Hundred and Thirty-Five Crores) divided into 67,50,00,000 (Sixty-Seven Crores Fifty Lakhs) Equity shares of Rs. 2/- (Rupees Two only) each to Rs. 2,55,00,00,000/- (Rupees Two Hundred Fifty-Five Crores Only) divided into 1,27,50,00,000 (One Hundred Twenty-Seven Crores Fifty Lakhs) Equity shares of Rs. 2/- (Rupees Two only) each pursuant approval of the members of the Company vide ordinary resolution passed at an Extraordinary General Meeting held on March 25, 2025.*
- *Sub-division of Equity shares from the existing Rs. 1,35,00,00,000/- (Rupees One Hundred and Thirty-Five Crores Only) divided into 13,50,00,000 (Thirteen Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 1,35,00,00,000/- (Rupees One Hundred and Thirty-Five Crores) divided into 67,50,00,000 (Sixty-Seven Crores Fifty Lakhs) Equity shares of Rs. 2/- (Rupees Two only) each pursuant approval of the members of the Company vide ordinary resolution passed at an Extraordinary General Meeting held on March 25, 2025.*
- *Reclassification of Authorised Share Capital of the Company from Rs. 1,35,00,00,000/- (Rupees One Hundred and Thirty-Five Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity shares of Rs. 10/- each (Rupees Ten Only) and 6,00,00,000 (Six Crores) Preference shares of Rs. 10/- each (Rupees Ten Only) to Rs. 1,35,00,00,000/- (Rupees One Hundred and Thirty Five Crores Only) divided into 13,50,00,000 (Thirteen Crores Fifty Lakhs) Equity shares of Rs. 10/- each (Rupees Ten Only) pursuant approval of the members of the Company vide special resolution passed at an Extraordinary General Meeting held on March 26, 2021.*
- *Increase in Authorised Share Capital of the Company from Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 6,00,00,000 (Six Crores) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,35,00,00,000/- (Rupees One Hundred and Thirty-Five Crores Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each and 6,00,00,000 (Six Crores) Preference shares of Rs. 10/- (Rupees Ten Only) each pursuant approval of the members of the Company vide special resolution passed at an Extraordinary General Meeting held on April 2, 2014.*
- *Increase in Authorised Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) to Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 6,00,00,000 (Six Crores) Preference Shares of Rs. 10/- (Rupees Ten Only) each pursuant approval of the members of the Company vide special resolution passed at an Extraordinary General Meeting held on July 30, 2010.*
- *Increase in Authorised Share Capital of the Company from Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 50,00,000 (Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each pursuant approval of the members of the Company vide special resolution passed at an Extraordinary General Meeting held on June 22, 2010.*

We, the several persons, whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company et opposite to our respective names.

Sl No.	Name, Address, Description And Occupation of the Subscriber	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature of the witness and Occupation
1.	Ranjan Ramdas Pai S/o Mr. Ramdas Madhava Pai House no. 325, 5 th main, 1 st Block, Koramangala, Bangalore 560 034 Occupation : Business	5000 (Five Thousand)	-sd-	Prakash Kamath Company Secretary S/o A Mohan Kamath
2.	Rangarajan Venkatachari S/o Chakram Venkatachari Raghavachari B 406, 4 th Floor, Krishna Apartments, 13 Ali Askar Road, Bangalore – 560052 Occupation : Service	5000 (Five Thousand)	-sd-	#71, Chinmayee, 4 th Main, 1 st Cross, Domlur 2 nd Stage, Bangalore 560 071
	Total	10000	(Ten Thousand)	