



Date: March 31, 2025

To
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051.

NSE SYMBOL: UNIHEALTH

Dear Sir/ Madam,

Subject: Update on decisions taken at the Board Meeting - March 31, 2025

Ref: Update under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In continuation to our earlier communication dated March 10, 2025, regarding the outcome of the Board Meeting held on that day, we would like to update you on the decisions taken at the Board Meeting held on March 31, 2025.

At the Board Meeting on March 10, 2025, the Board had approved and recommended to the shareholders, seeking approval by way of a special resolution, for the issuance of Zero Coupon Compulsorily Convertible Debentures (CCDs) to the Promoters of the Company. Following this approval, the Company, in compliance with Regulation 160(f) of the SEBI (ICDR) Regulations, 2018, submitted an application to the National Stock Exchange of India Limited (NSE) for obtaining in-principle approval for the issuance of CCDs, as the shares of the Company are listed on the NSE.

During the review process, the NSE raised queries, including those related to the valuation and compliance of the terms and conditions of the preferential issue of the CCDs under Regulation 169(1) of the SEBI (ICDR) Regulations, 2018. A key concern raised by NSE pertained to the proposed payment structure for the CCDs, wherein 25% of the issue price would be paid at the time of subscription, with the remaining 75% to be paid on or before the exercise of the conversion rights attached to the CCDs for conversion into equity shares.

The primary issue identified by the NSE was that Regulation 169(1) mandates that full consideration for specified securities (other than warrants) must be received at the time of allotment. As CCDs are considered specified securities under the SEBI (ICDR) Regulations, the proposed deferred payment structure did not comply with the requirement for receiving the entire consideration upfront.

UniHealth Hospitals Limited

(Formerly known as Unihealth Consultancy Limited)

Registered Office : H-13/14, Everest, 156, Tardeo Road, Mumbai - 400 034, Maharashtra, India.

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CIN No.: L85100MH2010PLC200491





To address this compliance issue and ensure adherence to the SEBI (ICDR) Regulations, the Board has approved a change in the nomenclature of the securities to be issued, substituting "Zero Coupon Compulsorily Convertible Debentures" (CCDs) with "Convertible Warrants" (Warrants). This change aligns with the regulatory requirements for warrants, which stipulate that:

- At least 25% of the total consideration must be paid at the time of allotment of the warrants.
- The remaining 75% will be payable at the time of allotment of equity shares upon exercise of the right for conversion of warrants into equity shares.

This adjustment resolves the issue with the payment structure, ensuring full compliance with Regulation 169(1) of the SEBI (ICDR) Regulations, 2018.

Please note that there are no changes to the size of the issue or any other terms and conditions. The substitution of "Zero Coupon Compulsorily Convertible Debentures" with "Convertible Warrants" (Warrants) will be reflected in all relevant resolutions and documents. Henceforth, wherever the term "Zero Coupon Compulsorily Convertible Debentures" (CCDs) appears, it should be considered and read as "Convertible Warrants" (Warrants).

In light of these changes, the Company will issue a corrigendum to the Notice for the Extra-Ordinary General Meeting (EGM) to be held on April 9, 2025, prior to the start of e-voting, as directed by the NSE.

We trust this update clarifies the actions taken by the Board and the steps taken to ensure compliance with regulatory requirements.

The Meeting commenced at 02.00 p.m. and concluded at 03.15 p.m.

Kindly take the above on your records.

Thanking you.

Yours faithfully,

For Unihealth Hospitals Limited
(Formerly Unihealth Consultancy Limited)

Binita
Mayur Patel

Digitally signed by
Binita Mayur Patel
Date: 2025.03.31
15:18:53 +05'30'

Binita Patel

Company Secretary/Compliance Officer



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