Date: August 07, 2026

To,

General Manager, Department of Corporate Services, 14th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.	Manipal Health Enterprises Limited Company Secretary & Compliance Officer, The Annexure, #96/2, Rustom Bagh, HAL Airport Road, Bengaluru – 560 017, Karnataka

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This disclosure is being made under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the pledge and encumbrance over the equity shares of Manipal Health Enterprises Limited (a company that was listed on BSE Limited and National Stock Exchange of India on 5 August 2026) to secure: (i) unlisted, secured non-convertible debentures issued by Claypond Capital Partners Private Limited aggregating up to INR 6500,00,00,000 ("**Claypond NCDs**"), (ii) unlisted, secured non-convertible debentures by Manipal Healthcare Private Limited (which has now amalgamated into MEMG India, with MEMG India being the surviving entity) aggregating up to INR 2305,00,00,000 ("**MHPL NCDs**"), and (iii) unlisted, secured non-convertible debentures by Manipal Education and Medical Group India Private Limited aggregating up to INR 615,00,00,000 ("**MEMG India NCDs**"), in favour of Vistra ITCL (India) Limited acting in its capacity as the debenture trustee in relation to the Claypond NCDs, the MHPL NCDs and the MEMG India NCDs and the common security trustee for the benefit of the respective debenture holders of the Claypond NCDs, the MHPL NCDs and the MEMG India NCDs.

For **Vistra ITCL (India) Limited**

SAMEER MADHU KABRA

Digitally signed by: SAMEER MADHU KABRA
DN: CN = SAMEER MADHU KABRA email = SAMEER.KABRA@VISTRA.COM C = IN O = VISTRA ITCL (INDIA) LIMITED OU = 1
Date: 2026.08.07 18:02:26 +05'30'

Authorised Signatory
Name: Sameer Kabra
Designation: Deputy Vice President

Encl.: As above

Registered & Corporate office:
Vistra ITCL (India) Ltd.
The Qube, 2nd Floor, A Wing, 202,
Hasan Pada Road, Mittal Industrial Estate,
Marol, Andheri (E) Mumbai 400059
Maharashtra, India.

Email: mumbai@vistra.com
www.vistra.com

Vistra ITCL (India) Limited
Corporate Identity Number (CIN): U66020MH1995PLC095507

VISTRA

DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Part-A- Details of the Acquisition

1. Name of the Target Company (TC)	Manipal Health Enterprises Limited (“**Target Company**”)			
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited (The Qube, 2nd floor, A wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (E), Mumbai – 400059) acting in its capacity as the debenture trustee for the Claypond NCDs, MHPL NCDs and the MEMG India NCDs and in its capacity as the common security trustee (for the benefit of the relevant debenture holders of the Claypond NCDs, MHPL NCDs and the MEMG India NCDs). Please refer to the **Note** below.			
3. Whether the acquirer belongs to Promoter/Promoter group	No			
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)			
5. Details of the acquisition as follows	**Number**	**% w. r. t. total share/voting capital wherever applicable (*)**	**% w.r.t. total diluted share/voting capital of the TC (**)**	
Before the acquisition under consideration, holding of acquirer along with PACs of:				
a) Shares carrying voting rights	----	----	-----	
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-----	-----	-----	
c) Voting rights (VR) otherwise than by equity shares	-----	-----	-----	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-----	-----	-----	

Total (a+b+c+d)	----	----	-----
Details of acquisition a) Shares carrying voting rights acquired	-----	-----	-----
b) VRs acquired/sold otherwise than by equity shares	-----	-----	-----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-----	-----	-----
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Shares to be pledged by MEMG India: 5,43,22,593 Shares to be pledged by MEMGIIL: 88,48,180 **Total Pledged Shares**: 6,31,70,773 Shares encumbered by way of certain covenants: 36,90,38,332 **Total Shares encumbered (including the Pledged Shares specified above)**: 36,90,38,332	Shares to be pledged by MEMG India: 4.13% Shares to be pledged by MEMGIIL: 0.67% **Total Pledged Shares**: 4.80% Shares encumbered by way of certain covenants: 28.06% **Total Shares encumbered (including the Pledged Shares specified above)**: 28.06%	Shares to be pledged by MEMG India: 4.08% Shares to be pledged by MEMGIIL: 0.66% **Total Pledged Shares**: 4.74% Shares encumbered by way of certain covenants: 27.70% **Total Shares encumbered (including the Pledged Shares specified above)**: 27.70%

Total (a+b+c+d)	36,90,38,332 Please refer to the **Note** below.	28.06% Please refer to the **Note** below.	27.70% Please refer to the **Note** below.
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	 ----- ----- ----- Shares to be pledged by MEMG India: 5,43,22,593 Shares to be pledged by MEMGIIL: 88,48,180 **Total Pledged Shares**: 6,31,70,773 Shares encumbered by way of certain covenants: 36,90,38,332 **Total Shares encumbered (including the Pledged Shares**	 ----- ----- ----- Shares to be pledged by MEMG India: 4.13% Shares to be pledged by MEMGIIL: 0.67% **Total Pledged Shares**: 4.80% Shares encumbered by way of certain covenants: 28.06% **Total Shares encumbered (including the Pledged Shares**	 ----- ----- ----- Shares to be pledged by MEMG India: 4.08% Shares to be pledged by MEMGIIL: 0.66% **Total Pledged Shares**: 4.74% Shares encumbered by way of certain covenants: 27.70% **Total Shares encumbered (including the**

	specified above): 36,90,38,332	**specified above)**: 28.06%	**Pledged Shares specified above)**: 27.70%
Total (a+b+c+d)	36,90,38,332 Please refer to the **Note** below.	28.06% Please refer to the **Note** below.	27.70% Please refer to the **Note** below.
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pledge and other encumbrance: Please refer to the **Note** below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
Date of acquisition ~~of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/~~any other instrument that entitles the acquirer to receive shares in the TC.	Encumbrance created on August 5, 2026. Please refer to the **Note** below.		
Equity share capital / total voting capital of the TC before the said acquisition*	1,315,377,202 issued and paid-up equity shares of INR 2 each as per the shareholding pattern published on the website of the BSE Limited and National Stock Exchange of India Limited on August 5 2026.		
Equity share capital/ total voting capital of the TC after the said acquisition*	1,315,377,202 issued and paid-up equity shares of INR 2 each as per the shareholding pattern published on the website of the BSE Limited and National Stock Exchange of India Limited on August 5 2026.		
Total diluted share/voting capital of the TC after the said acquisition**	1,33,20,67,702 issued and paid-up equity shares of INR 2 each as per the shareholding pattern published on the website of the BSE Limited and National Stock Exchange of India Limited on August 5 2026.		

(*) Total share capital/ voting capital is taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note:

(a) Claypond Capital Partners Private Limited ("**Claypond**") has entered into a debenture trust deed originally dated 3 December 2025, as amended and restated by an amended and restated debenture trust deed dated 21 January 2026 and as further amended and restated by a second amended and restated debenture trust deed dated 8 July 2026 (as amended/ amended and restated from time to time) ("**Claypond DTD**") with Vistra ITCL (India) Limited as the debenture trustee ("**Claypond Debenture Trustee**") in relation to issuance of non-convertible debentures aggregating up to INR 6500,00,00,000 ("**Claypond NCDs**") to certain debenture holders.

(b) Manipal Healthcare Private Limited (which has now amalgamated into MEMG India, with MEMG India being the surviving entity) ("**MHPL**") has entered into a debenture trust deed originally dated 10 July 2023 as amended and restated by an amended and restated debenture trust deed dated 30 October 2023, as further amended and restated by a second amended and restated debenture trust deed dated 4 April 2024, as further amended and restated by a third amended and restated debenture trust deed dated 10 April 2026 and as further amended and restated by a fourth amended and restated debenture trust deed dated 3 August 2026 (as amended/ amended and restated from time to time) ("**MHPL DTD**") with Vistra ITCL (India) Limited as the debenture trustee ("**MHPL Debenture Trustee**") in relation to the issuance of non-convertible debentures aggregating up to INR 2305,00,00,000 ("**MHPL NCDs**") to certain debenture holders.

(c) Manipal Education and Medical Group India Private Limited ("**MEMG India**") has entered into a debenture trust deed dated 3 November 2023 (as amended/ amended and restated from time to time) ("**MEMG India DTD**") with Vistra ITCL (India) Limited as the debenture trustee ("**MEMG India Debenture Trustee**") in relation to the issuance of non-convertible debentures aggregating up to INR 615,00,00,000 ("**MEMG India NCDs**") to certain debenture holders.

(d) Vistra ITCL (India) Limited ("**Common Security Trustee**") has been appointed as the common security trustee, acting for the benefit of the debenture holders of the Claypond NCDs, the MHPL NCDs and the MEMG India NCDs, pursuant to the terms of a common security trustee agreement originally dated 10 July 2023, as amended and restated by way of a common security trustee agreement dated 4 April 2024, as further amended and restated by a second amended and restated common security trustee agreement dated 21 January 2026 and as further amended and restated by a third amended and restated common security trustee agreement dated 8 July 2026 entered into between, *inter alia*, the Common Security Trustee, the Claypond Debenture Trustee, the MHPL Debenture Trustee and the MEMG India Debenture Trustee.

(e) Pursuant to the terms of the third amended and restated pledge agreement dated 8 July 2026 (as amended/ amended and restated from time to time) entered into *inter alia* between MEMG India, MEMGIIPL and Vistra ITCL (India) Limited as the Common Security Trustee ("**Pledge Agreement**"), upon listing of the shares of the Target Company (which were listed on 5 August 2026), a pledge is to be created by: (i) MEMG India (a promoter group entity of the Target Company) over 5,43,22,593 equity shares of the Target Company (which as on date constitutes 4.08% of the share capital of the Target Company on a fully diluted basis), and (ii) MEMGIIPL (a promoter group entity of the Target Company) over 88,48,180 equity shares of the Target Company (which as on date constitutes 0.66% of the share capital of the Target Company on a fully diluted basis), in favor of the Common Security Trustee (acting for the benefit of the debenture holders of the Claypond NCDs, MHPL NCDs and the MEMG India NCDs) to secure the Claypond NCDs, the MHPL NCDs and the MEMG India NCDs.

(f) Further, under the Claypond DTD, MEMG India DTD, the MHPL DTD and certain other documents (including under the personal guarantees provided by Mr. Ranjan Pai (a promoter of the Target Company) in relation to the Claypond NCDs, the MHPL NCDs and the MEMG India NCDs, MEMG India (a promoter group entity of the Target Company), MEMGIIPL (a promoter group entity of the Target Company) and Ranjan Pai (a promoter of the Target Company) have agreed to certain covenants that are in the nature of encumbrance in favour of the Claypond Debenture Trustee, the MEMG India Debenture Trustee and the MHPL Debenture Trustee, respectively, in relation to the equity share capital of the Target Company held by, *inter alia*, Mr. Ranjan Pai (the Promoter) and certain other entities held and controlled by him.

(g) In terms of Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 shares taken by way of encumbrance will be treated as an acquisition. Accordingly, this disclosure is being made in respect of the pledge and encumbrance created in favour of Vistra ITCL (India) Limited as specified above.