



GLOBAL HEALTH LIMITED

CIN: L85110DL2004PLC128319

Regd. Office: Medanta- Mediclinic, E-18, Defence Colony, New Delhi - 110024

Corporate Office: Medanta – The Medicity, Sector – 38, Gurugram, Haryana - 122001

Tel: +91 124 483 4060; E-mail: compliance@medanta.org Website: <https://www.medanta.org>

Postal Ballot Notice

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

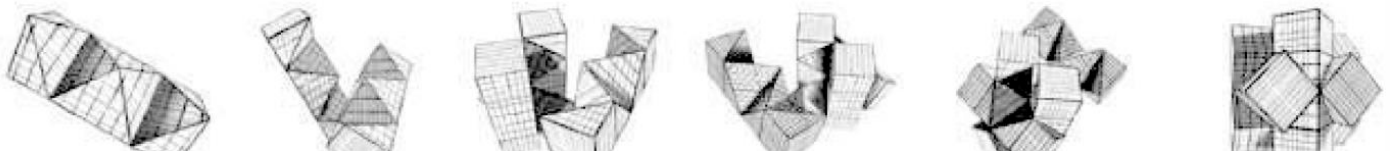
Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 (**‘the Act’**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (**‘the Rules’**), Secretarial Standard on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India read with General Circular No. 14/2020 dated 8th April, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred as **‘MCA Circulars’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time and other applicable provisions of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the following resolutions as set out hereunder are proposed to be passed by the Members of Global Health Limited (**‘the Company’**) through postal ballot by way of remote e-voting only. An Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the resolutions and the reasons thereof, is annexed hereto for your consideration.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered and /or names are appeared with the National Securities Depository Limited (**‘NSDL’**) and Central Depository Services (India) Limited (**‘CDSL’**) (NSDL & CDSL together refer as **‘Depositories’**). Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot.

The Board of Directors of the Company in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, has appointed M/s Mukesh Agarwal & Co., Company Secretary in Whole Time Practice, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Pursuant to the provisions of Section 108, 110 of the Act, read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering remote e-voting facility to all its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for the purpose of providing remote e-voting facility to all its Members. Members are requested to follow the procedure as stated in the Notes for casting of votes by remote e-voting. The e-voting period facility will be available during the following period:





Commencement of E-voting	09:00 A.M. (IST) on November 28, 2024 (Thursday)
End of E-voting	05:00 P.M. (IST) on December 27, 2024 (Friday)

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

After completion of remote e-voting period, the Scrutinizer will submit his report to the Chairman of the Company or any authorized person of the Company within two working days from the conclusion of the remote e-voting. The results of the remote e-voting conducted through postal ballot along with Scrutinizer's Report will be announced within two working days from the conclusion of the remote e-voting. The said results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.medanta.org/investor-relation> and on the website of NSDL at <https://www.evoting.nsdl.Com/> The Company shall also intimate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

The resolutions, if approved by the requisite votes of members by means of postal ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. on **Friday, December 27, 2024**.

SPECIAL BUSINESS(ES):

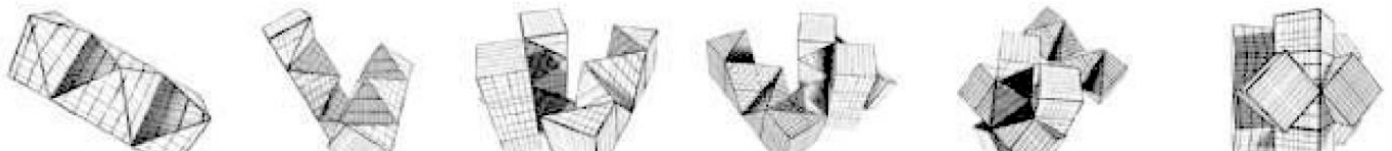
Item No. 1:

Approval of winding up of the existing Global Health Limited - Employee Stock Option Plan 2021 of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (“Act”), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed thereunder, provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended/ re-enacted from time to time (“SEBI SBEB Regulations”), the provisions of the Articles & Memorandum of Association of the Company and any other applicable laws (collectively “Applicable Laws”), consent of the members of the Company be and is hereby accorded for winding up of the existing Global Health Limited - Employee Stock Option Plan 2021 of the Company, upon approval of the Global Health Limited - Employees Long Term Share Based Incentive Plan – 2024 by the Shareholders of the Company.

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





Item No. 2:

Approval of the Global Health Limited (GHL) Employees Long Term Share Based Incentive Plan -2024 consisting of Part A-GHL Employees Stock Option Scheme, 2024 and Part B-GHL Employees Stock Purchase Scheme, 2024 (“collectively referred as GHL LTIP 2024 Plan”) and its implementation through Trust (as may be required)

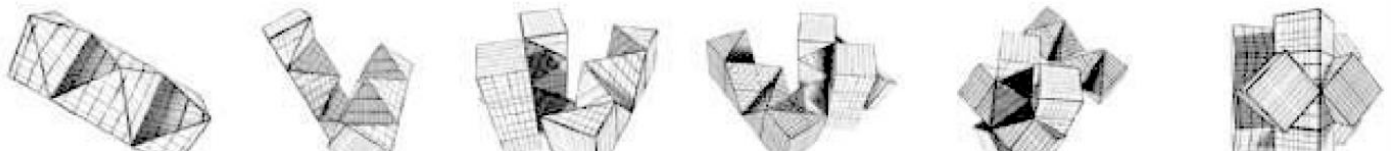
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 (**‘Act’**), Companies (Share Capital and Debentures) Rules, 2014 (**‘Rules’**) and all other applicable provisions, if any, of the Act read with rules framed thereunder, provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended/ re-enacted from time to time (**“SEBI SBEB Regulations”**), the provisions of the Articles & Memorandum of Association of the Company and any other applicable laws (**“collectively referred as Applicable Laws”**) and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the implementation of Global Health Limited - Employees Long Term Share Based Incentive Plan-2024 consisting of Part A-GHL Employees Stock Option Scheme, 2024 and Part B-GHL Employees Stock Purchase Scheme, 2024 (**“collectively referred as GHL LTIP 2024 Plan”**), as summarized in the explanatory statement annexed hereto, to be implemented by the Company through a Trust, that shall be set up by the Company (**“Trust”**), for the benefit of the Eligible Employees of the Company as may be decided by the Board of Directors or Nomination and Remuneration Committee of the Board.

RESOLVED FURTHER THAT the Options and/or Shares to be issued/granted by the Company under GHL LTIP 2024 Plan consisting of Part A- GHL Employees Stock Option Scheme, 2024 and Part B- GHL Employees Stock Purchase Scheme, 2024 and shall be at such price or prices in one or more tranches and on such terms and conditions, as may be in accordance with the Act, Rules, Regulations and Applicable Laws, such that the maximum number of Shares that may be allotted under this Plan shall not exceed 17,50,000 Equity Shares for subscription of new shares by the Trust from the Company (**“Primary Acquisition”**) and 53,70,147 Equity Shares i.e. 2% of the paid-up capital of the Company as on March 31, 2024 for purchase of existing shares from open market (**“Secondary Acquisition”**).

RESOLVED FURTHER THAT the GHL LTIP 2024 Plan shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the GHL LTIP 2024 Plan be and is hereby deemed to be Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the GHL LTIP 2024 Plan.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares and/or options to be allotted and the price of acquisition payable by the Employees under the GHL LTIP 2024 Plan shall automatically stand adjusted without affecting any other rights or obligations of the eligible employees.





RESOLVED FURTHER THAT the new Equity Shares, if any, to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors or Nomination and Remuneration Committee or any other Committee of the Board or the officers who may be authorized by the Board in this regard, be and are hereby authorized (i) to formulate the GHL LTIP 2024 Plan as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revise the GHL LTIP 2024 Plan from time to time in conformity with the provisions of the Act, the SEBI SBEB Regulations and other Applicable Laws, circulars and guidelines and / or decide on whether the Shares to be allotted pursuant to GHL LTIP 2024 Plan would be done by fresh issue of shares or to be acquired by way of acquisition from secondary markets, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the employees of the Company with regard to the shares that may have already been granted; (ii) to approve the grant letter and other related documents, to grant options/and shares to the employees of the Company/Subsidiary/Associate Companies; (iii) to approve the trust deed and appoint trustees in accordance with the applicable regulations and (iv) to do such other things and deeds, as may be necessary for implementation of GHL LTIP 2024 Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the GHL LTIP 2024 Plan on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the Applicable Laws, rules and regulations.

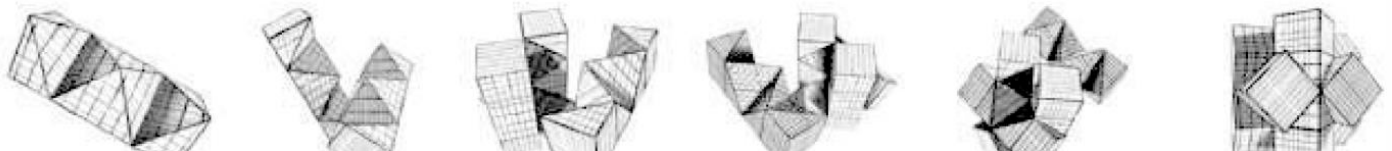
RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee in this regard, be and are hereby authorized to give effect to aforesaid resolution.”

Item No. 3:

Grant of options and / or shares of the Company to the employees of the Subsidiary/Associate Company(ies) under the GHL LTIP 2024 Plan

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 (“**Act**”), Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”) and all other applicable provisions, if any, of the Act read with rules framed thereunder, provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time (“**SEBI SBEB Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the provisions of the Articles & Memorandum of Association of the Company and any other applicable laws (“**collectively referred as Applicable Laws**”) and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors or Nomination & Remuneration Committee of the Board to grant/issue, Options and/or Equity shares under Global Health Limited - Employees Long Term Share Based Incentive Plan - 2024 consisting of Part A-GHL Employees Stock Option Scheme, 2024 and Part B-GHL Employees Stock Purchase Scheme, 2024 (“**collectively referred as GHL LTIP 2024 Plan**”),





as summarized in the explanatory statement annexed hereto to the eligible employees of the Subsidiary Company(ies)/Associate Company(s) of the Company (“**Eligible Employees**”), currently in existence and those which may become Subsidiary(ies)/Associate(s) in future in accordance with the GHIL LTIP 2024 Plan.

RESOLVED FURTHER THAT the Board of Directors or Nomination and Remuneration Committee or any other Committee of the Board or the officers who may be authorized by the Board in this regard, be and are hereby authorized (i) to formulate the GHIL LTIP 2024 Plan as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revise the GHIL LTIP 2024 Plan from time to time in conformity with the provisions of the Act, the SEBI SBEB Regulations and other Applicable Laws, circulars and guidelines and / or decide on whether the Shares to be allotted pursuant to GHIL LTIP 2024 Plan would be done by fresh issue of shares or to be acquired by way of acquisition from secondary markets, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the to the eligible employees of the Subsidiary Company(ies)/Associate Company(s) of the Company with regard to the shares that may have already been granted; (ii) to approve the grant letter and other related documents, to grant/issue options/and Equity shares to the to the employees of the Subsidiary Company(ies)/Associate Company(s) of the Company; (iii) to approve the trust deed and appoint trustees in accordance with the applicable regulations and (iv) to do such other things and deeds, as may be necessary for implementation of GHIL LTIP 2024 Plan.

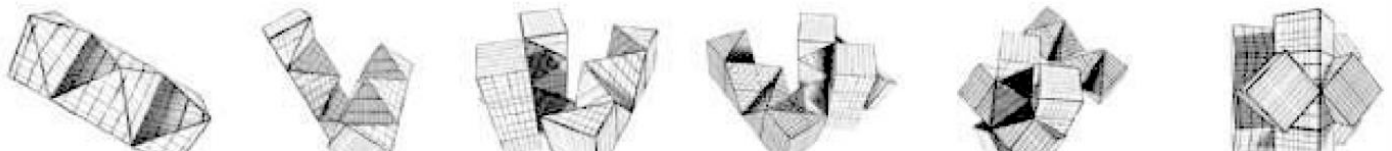
RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee in this regard, be and are hereby authorized to give effect to aforesaid resolution.”

Item No. 4:

Authorization for set up of trust to subscribe to new shares of GHIL and / purchase of existing shares of GHIL from open market for the implementation of GHIL LTIP 2024 Plan

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 62 and 67 of the Companies Act, 2013 (“**Act**”) and all other applicable provisions of the Act read with rules framed thereunder, provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“**SEBI SBEB Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended/re-enacted from time to time (“**Listing Regulations**”), the provisions of the Articles & Memorandum of Association of the Company and any other applicable laws, circulars and guidelines (“**collectively referred as Applicable Laws**”) and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members is hereby accorded to the trust that may be set up by the Company to subscribe, acquire, purchase, hold and deal in the equity shares of the Company, for the purpose of implementation of Global Health Limited - Employees Long Term Share Based Incentive Plan - 2024 consisting of Part A-GHL Employees Stock Option Scheme, 2024 and Part B-GHL Employees Stock Purchase Scheme, 2024 (“**collectively referred as GHIL LTIP 2024 Plan**”), at such price or prices, in one or more tranches and on such terms and conditions, as may be decided by the Board of Directors or Nomination & Remuneration Committee of the Board from time to time.





RESOLVED FURTHER THAT the maximum number of Equity Shares that may be subscribed or purchased from open market by the Trust under this Plan shall not exceed 17,50,000 Equity Shares for subscription of new shares by the Trust from the Company (“Primary Acquisition”) and 53,70,147 Equity Shares i.e. 2% of the paid-up capital of the Company as on March 31, 2024 for purchase of existing shares from open market (“Secondary Acquisition”) however that the total number of Shares under secondary acquisition held by the Trust does not exceed, at any time 5 (five) percent of the Paid-up Equity Capital of the Company, for the purpose of implementation of the GHL LTIP 2024 Plan and in due compliance with the provisions of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year in due compliance with the provisions of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the Shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

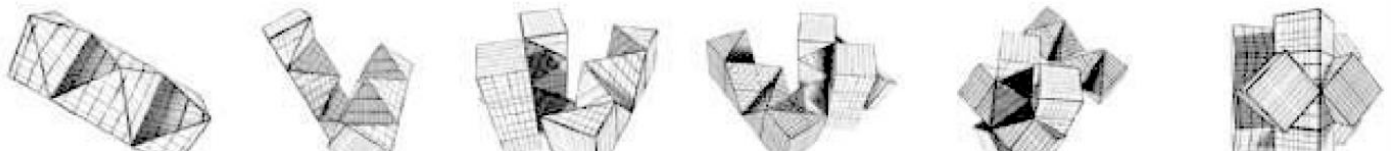
RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee in this regard, be and are hereby authorized to give effect to aforesaid resolution.”

Item No. 5:

Financial assistance by the Company to the Trust/ Trustees for subscription of new shares of GHL and / purchase of existing shares of GHL from open market under GHL LTIP 2024 Plan

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 67 of the Companies Act, 2013 (“**Act**”) and all other applicable provisions of the Act read with rules framed thereunder, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“**SEBI SBEB Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended/re-enacted from time to time (“**Listing Regulations**”), the provisions of the Memorandum & Articles of Association of the Company and any other applicable laws, circulars and guidelines (“**collectively referred as Applicable Laws**”) and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded for provision of providing financial assistance by way of any loan or guarantee or security in connection with a loan granted or to be granted to Trust or by way of any other permitted means of money by the Company or Interest free loan, (if permissible) to the trust that shall be set up by the Company, for the purposes of subscribing to and/ or acquiring the shares of the Company, in one or more tranches, under the GHL LTIP 2024 Plan consisting of Part A- GHL Employees Stock Option Scheme, 2024 and Part B- GHL Employees Stock Purchase Scheme, 2024,





not exceeding 5% (Five percent) of the aggregate of the Paid-Up share capital and Free Reserves for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares as may be prescribed under GHIL LTIP 2024 Plan or any other share based employee benefit plan which may be introduced by the Company from time to time, with a view to deal in such Shares in line with contemplated objectives of the GHIL LTIP 2024 Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, Act and any other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time by utilising the proceeds realised from exercise of Stock Options during the term of the GHIL LTIP 2024 Plan, as the case may be, and the accruals of the Trust at the time of termination of the GHIL LTIP 2024 Plan.

RESOLVED FURTHER THAT in order to enable the trust to subscribe/ acquire the aforesaid Equity Shares of the Company, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the accounting policies specified in the Regulations in terms of the GHIL LTIP 2024 Plan.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Act and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

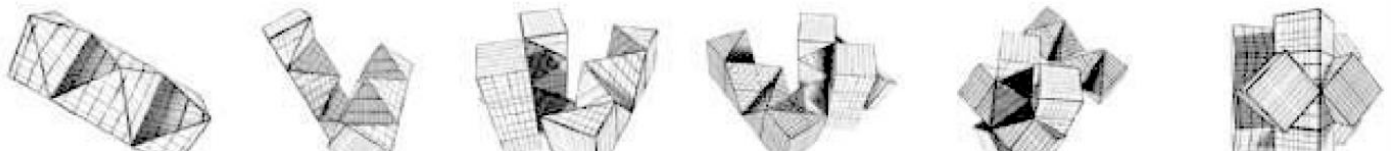
RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee in this regard, be and are hereby authorized to give effect to aforesaid resolution.”

Item No. 6:

Financial assistance by the Company to the employees for subscription of new shares of GHIL and / purchase of existing shares of GHIL from open market under GHIL LTIP 2024 Plan

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 67 of the Companies Act, 2013 (“**Act**”) and all other applicable provisions, of the Act read with rules framed thereunder, SEBI (Share Based Employee Benefits and sweat equity) Regulations, 2021, as amended/ re-enacted from time to time (“**SEBI SBEB Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended/re-enacted from time to time (“**Listing Regulations**”), the provisions of the Memorandum and Articles of Association of the Company and any other applicable laws, circulars and guidelines (collectively “**Applicable Laws**”), consent of the Members be and is hereby accorded for provision of providing money/financial assistance by the Company to the eligible employees of the Company/Subsidiary(ies)/Associate(s) (present and future), for the purposes of subscribing to and/or acquiring the shares of the Company, in one or more tranches, under the GHIL LTIP 2024 Plan consisting of Part A- GHIL Employees Stock Option Scheme, 2024 and Part B- GHIL Employees Stock Purchase Scheme, 2024.





RESOLVED FURTHER THAT the loan amount extended to eligible employees of the Company, Subsidiary(ies)/Associate(s) (present and future) for subscribing to or acquiring the aforesaid Equity Shares of the Company shall be determined in accordance with the accounting policies prescribed under the SEBI SBEB Regulations, GH LTIIP 2024 Plan.

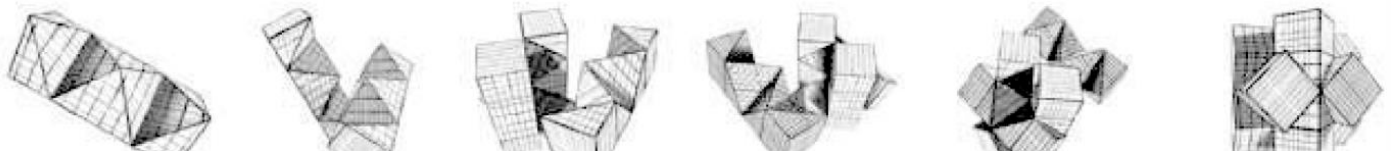
RESOLVED FURTHER THAT the Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee in this regard, be and are hereby authorized to give effect to aforesaid resolution.”

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

Date: November 14, 2024

Place: Gurugram

**Rahul Ranjan
Company Secretary
(M. No. - A 17035)**





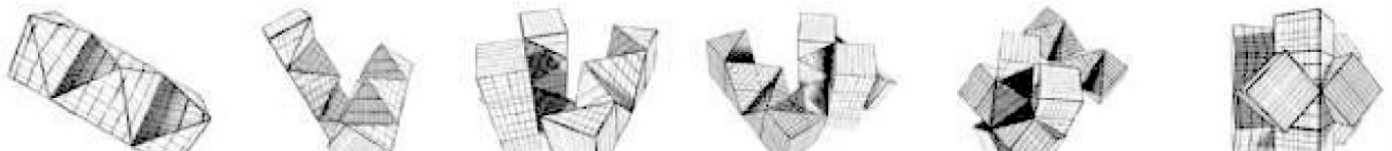
NOTES:

- (a) An Explanatory Statement pursuant to Section 102 & 110 of the Act, setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
- (b) In accordance with the provisions of the Act, MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members, whose e-mail addresses are registered and/or names are appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, as on **Friday, November 22, 2024** (**‘Cut-off Date’**).

A copy of the Postal Ballot Notice is available on the website of the Company at <https://www.medanta.org/investor-relation> , website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of e-Voting agency i.e. NSDL at www.evoting.nsdl.com.

- (c) Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the **Cut-off Date i.e. Friday, November 22, 2024**, will only be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (d) Corporate / 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to magarwalandco@gmail.com with a copy marked to evoting@nsdl.com
- (e) Pursuant to the provision of Sections 108, 110 of the Act, read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-voting facility of NSDL to its Members, to enable them to cast their votes electronically.
- (f) The instructions for remote e-voting are annexed to this Notice. The e-voting period facility will be available during the following period:

Commencement of E-voting	09:00 A.M. (IST) on November 28, 2024 (Thursday)
End of E-voting	05:00 P.M. (IST) on December 27, 2024 (Friday)





The remote e-voting shall not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. The remote e-voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-off Date.

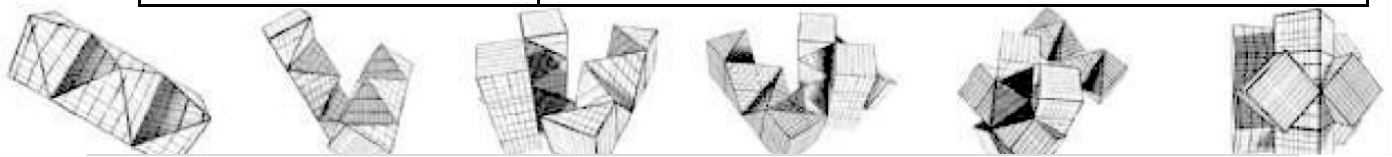
- (g) The resolutions, if passed by the requisite majority, through Postal Ballot, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, December 27, 2024.**
- (h) Members who have not updated their e-mail addresses/KYC details are requested to register the same in respect to the shares held by them in electronic form, with the Depository through their Depository Participant. Members holding shares in physical form and who have not updated their e-mail addresses/KYC details are requested to register/update the said details by sending the requisite forms to the Company's Registrar and Share Transfer Agent (RTA) i.e. Kfin Technologies Limited either by e-mail to einward.ris@kfintech.com or by post to Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Telangana, Hyderabad – 500032, India. The Members can access the relevant forms on the Company's website at <https://www.medanta.org/investor-relation>.
- (i) All relevant documents, if any, referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the registered office of the Company at Medanta – Mediclinic, E-18, Defence Colony, Delhi-110024, during the business hours on all working days from the date of dispatch of the Notice till the last date for voting.
- (j) The detailed process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode

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	1. 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





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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.

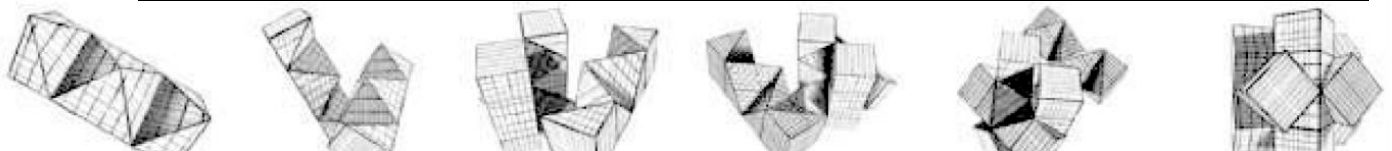
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with **CDSL**

1. 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 user your existing my easi username & password.
2. 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

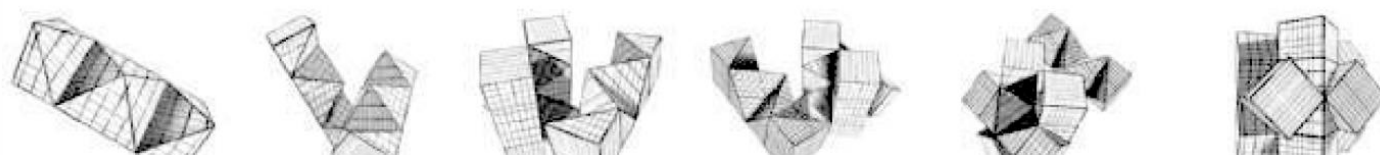


	<p>clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. 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. 4. 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 also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.</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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>





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B) Login Method 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?

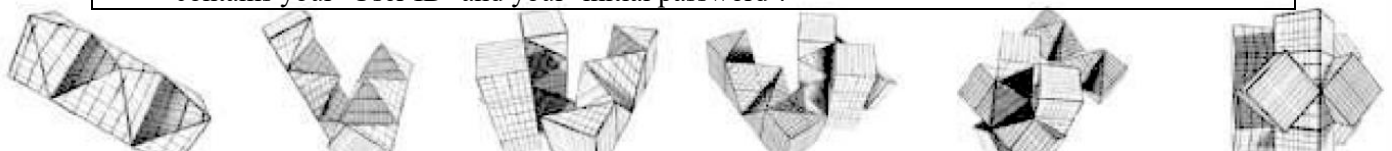
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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’.





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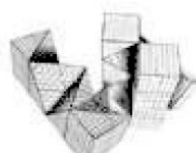
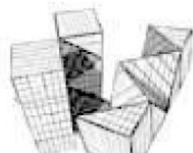
(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “**EVEN**” of Company for which you wish to cast your vote during the remote e-Voting period. **EVEN of the Company for this Postal Ballot is “132210”**
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 also “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.





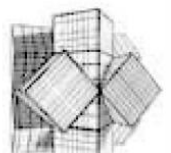
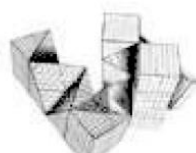
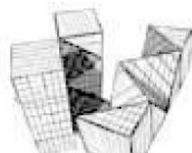
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General Guidelines for shareholders

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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer 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 on: 022-4886 7000 or send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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 shareholders 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 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.





EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

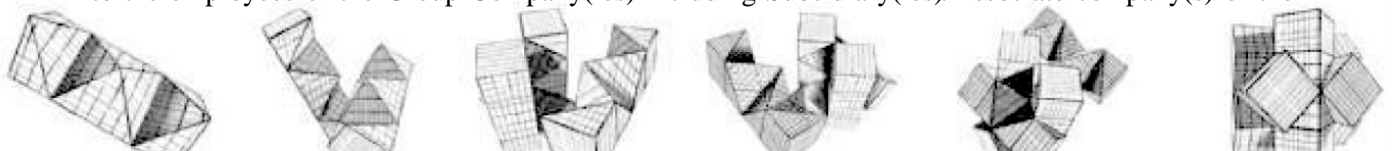
Item No. 2 to 6

The Company ('GHL/Company') intends to implement a Global Health Limited (GHL) Employees Long Term Share Based Incentive Plan - 2024 ("GHL LTIP 2024 Plan") consisting of Part A- GHL Employees Stock Option Scheme, 2024 and Part B- GHL Employees Stock Purchase Scheme, 2024 with a view to reward the key employees for their association, dedication and contribution to the goals of the Company. It is also intended to use this employee stock options plan to attract, retain and motivate key talents working with the Company or its group company including subsidiaries or associate, in India or outside India, by way of rewarding their performance. It can also be used as a long-term incentive tool that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future.

Accordingly, the Nomination and Remuneration Committee ("NRC") of the Company at its meeting held on November 13, 2024 has recommended to the Board, the implementation of GHL LTIP 2024 Plan and the Board of Directors at their meeting held on November 14, 2024, have approved the GHL LTIP 2024 Plan., subject to the approval of the members, in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 62 of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof. The Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee shall have the absolute discretion to decide to grant options/Offer Equity Shares to the Eligible Employees under GHL LTIP 2024 Plan, in accordance with the terms of the ESOS/ESPS.

GHL LTIP 2024 Plan shall be administered and implemented through a Trust (hereinafter referred to as 'Trust'). The Board of Directors of the Company has also passed a resolution to set up a trust by the Company and trust is authorized to subscribe, acquire, purchase, hold and deal in the equity shares of the Company. The Trust shall acquire equity shares of the Company by either subscribing to fresh issue of equity shares by the Company ('Primary Acquisition') and/or by acquiring from secondary market ('Secondary Acquisition'). Towards the said acquisition and implementation of the GHL LTIP 2024 Plan, the Board of Directors of the Company also proposes to provide financial assistance by way of loan or guarantee or security in connection with a loan granted/to be granted to Trust or by way of any other permitted means of money by the Company or Interest free loan, (if permissible) and subject to the applicable provisions of the Companies Act, 2013, or any other law for the time being in force, from time to time, in one or more tranches, to the Trust/Eligible Employees, in accordance with SEBI SBEB Regulations, Act and other applicable laws.

In terms of Section 62 of the Companies, Act, 2013, Regulation 6 of the SEBI SBEB Regulations and other applicable laws, rules and regulations, if any, the Company seeks approval of the Shareholders by way of Special Resolution in respect of GHL LTIP 2024 Plan for grant of Options under Part A of the Plan and for offer/issue of shares under Part B of the Plan, to the Eligible Employees as may be decided by the Board of Directors or the Nomination and Remuneration Committee of the Board or any of the officers who are authorized by the Board or Committee. Further, approval of the Shareholders by way of separate Special Resolution(s) is also required for extending the benefits of the GHL LTIP 2024 Plan to the employees of the Group Company(ies) including Subsidiary(ies)/Associate company(s) of the





Company. Additionally, approval of Shareholders is also required for Secondary Acquisition of equity shares by the Trust and for provision of financial assistance by the Company to the Trust/Eligible Employees for subscription of new shares of GHIL and/purchase of existing shares of GHIL from open market under GHIL LTIP 2024 Plan.

The details of GHIL LTIP 2024 Plan are as follows:

TOTAL QUANTUM OF SHARES UNDER GHIL LTIP 2024 Plan consisting of Part A-GHIL Employees Stock Option Scheme, 2024 and Part B- GHIL Employees Stock Purchase Scheme, 2024

The maximum number of Shares that may be allotted under this GHIL LTIP 2024 Plan (consisting of Part A and Part B as provided below) shall not exceed 17,50,000 Shares for Primary Acquisition and 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on the date March 31, 2024 for Secondary Acquisition. The NRC reserves the right to increase or reduce such number of Shares as it deems fit, subject to Applicable Laws. The NRC shall have the absolute discretion to decide to Offer Shares to the Eligible Employees under Part A or Part B or both, in accordance with the terms of the ESOS/ESPS.

GHIL LTIP 2024 Plan covers the following:

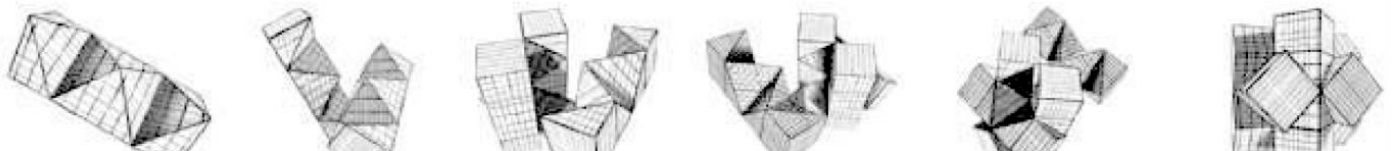
Part A- GHIL Employees Stock Option Scheme, 2024 (“ESOS”);

Part B- GHIL Employees Stock Purchase Scheme, 2024 (“ESPS”)

The details as required in the Explanatory Statement under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Part C of Schedule I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

Part A- GHIL Employees Stock Option Scheme, 2024

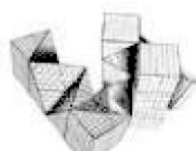
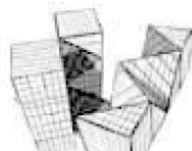
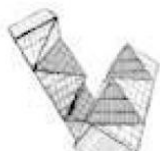
S. No.	Particulars	Information
(a)	Brief description of the Global Health Limited (GHL) Employees Stock Option Scheme, 2024 (“GHL ESOS 2024/ESOS”)	The purpose of the GHIL ESOS 2024 is to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this ESOS to attract, retain and motivate the key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views ESOS as a long-term incentive tool that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future.
(b)	The total number of Options/Shares to be granted	The maximum number of Option/Shares that may be allotted under this GHIL LTIP 2024 Plan (consisting of Part A and Part B as provided below) shall not exceed 17,50,000 Shares for Primary Acquisition and 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on March 31, 2024 for Secondary Acquisition. The Nomination & Remuneration Committee (NRC) reserves the right to increase or reduce such number of Shares as it deems fit, subject to Applicable Laws and necessary approvals. <i>Note: Each Option will result into allotment of One (1) Equity Share of Rs. 2/- each.</i>





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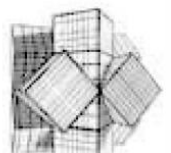
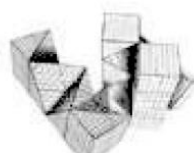
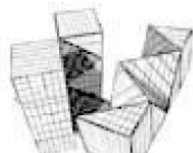
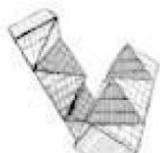
(c)	Identification of classes of employees entitled to participate and be beneficiaries in ESOS	Following class / classes of employees are entitled to participate in GHL ESOS 2024: (i) an employee as designated by the Company, who is exclusively working in or outside India; or (ii) a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in (i) and (ii) above, of a group company(ies) including subsidiary or Associate Company, in India or outside India, if any, but shall not include: (a) an employee who is a Promoter or a person belonging to the Promoter Group; or (b) a Director who either himself /herself or through his/her Relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.
(d)	Transferability of Options	a) Options shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner. b) Options shall not be transferable to any person except in the event of death of the Eligible Employee, in which case Options shall be transmitted to the nominee or legal heir of the deceased Eligible Employee. c) No person other than the Eligible Employee to whom the Option is Granted shall be entitled to exercise the Option except in the event of the death of the Eligible Employee, in which case the nominee or legal heir of the deceased Eligible Employee shall assume such right.
(e)	Requirements of Vesting and Vesting Period	a) Options granted under ESOS shall Vest not earlier than 1 year or such other period as may be provided in the Companies Act and SEBI SBEB Regulations and not later than maximum Vesting Period of 5 years from the date of Grant based on performance rating, service, rank or designation or such other parameters decided by the NRC from time to time. b) Vesting of Options would be subject to continued employment with the Company, its group company(ies) including subsidiary or associate, if any, and thus the Options would vest essentially on passage of time. In addition to this, the NRC may also specify certain performance criteria subject to satisfaction of which the Options would vest. c) The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the Grant Letter. Subject to the Applicable Laws, in case of conflict or inconsistency between the Grant Letter and the terms of this ESOS, the terms of the ESOS shall prevail.
(f)	Maximum period within which the Options shall be vested	Options granted under GHL ESOS 2024 would vest in accordance with the Vesting schedule and Vesting Conditions as outlined in the grant letter, subject to maximum period of 5 years from the date of grant of such Options.
(g)	Exercise/ Purchase Price or pricing formula	The Exercise Price shall be such as shall be decided by the NRC as on date of Grant which in any case shall not be less than the face value of Shares of the Company, and shall be in compliance with the accounting policies as specified in the SEBI SBEB Regulations. The specific Exercise Price shall be intimated to the Eligible Employee in the Grant Letter at the time of Grant.





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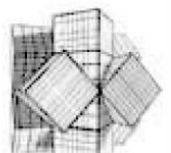
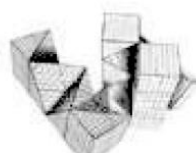
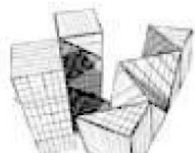
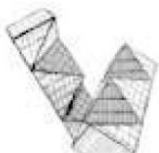
(h)	Exercise Period and process of exercise	The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 3 years from the date of vesting of last installments of Options under ESOS. The vested Option shall be exercisable by the employees by a written application to the Trust or Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/NRC from time to time. The Options shall lapse if not exercised within the specified exercise period.
(i)	The appraisal process for determining the eligibility of employees for the ESOS	Eligibility criteria of the Employees will be based on service, designation, criticality of position, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time. The NRC is empowered to determine or re-determine one or more policies under this ESOS, pursuant to which Options may be granted to the Eligible Employees, including but not limited to their loyalty and performance.
(j)	Maximum number of Shares / Options to be issued per employee and in aggregate	<p>The maximum number of Options that may be granted to any Eligible Employee shall be decided by the Board or NRC. However, in case, the number of Options proposed to be granted to any Eligible Employee equals to or exceeds 1 % of the issued capital of the Company at the time of grant of Options, prior approval of the shareholders by way of a separate resolution shall be obtained.</p> <p>The maximum number of Shares that may be allotted under this GHIL LTIP 2024 Plan (consisting of Part A and Part B) shall not exceed 17,50,000 Shares for Primary Acquisition and 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on March 31, 2024 for Secondary Acquisition.</p>
(k)	Maximum quantum of benefits to be provided per eligible employee under ESOS	The Eligible Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under the ESOS Plan. No benefit other than grant of Options is envisaged under the Plan. The maximum quantum of benefits that will be provided to every eligible Employee under GHIL LTIP 2024 Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.
(l)	Whether ESOS is to be implemented and administered directly by the Company or through a trust	<p>The ESOP will be implemented through a trust set up by a Company in a manner as permissible under the SEBI SBEB Regulations and subject to applicable compliances, as may be decided by the Board/NRC. The GHIL LTIP 2024 Plan shall be implemented Trust Route, wherein the Trust shall acquire the Shares by:</p> <ol style="list-style-type: none">Direct allotment from the Company and/orSecondary acquisition from the market <p>The Shares so acquired by the Trust will be transferred to the Employees as and when the Options are exercised.</p>
(m)	Whether ESOS involves new issue of shares by the Company or secondary acquisition by the Trust or both	The NRC shall decide as to whether the Company should issue new shares to the Trust (Primary Acquisition) for the implementation of the ESOS or the Trust shall acquire existing shares from the market (Secondary Acquisition) for implementation of GHIL ESOS 2024 or may decide to use the appropriate combination of Primary Acquisition and Secondary Acquisition subject to adherence with law and regulations as prevailing and in force from time to time.





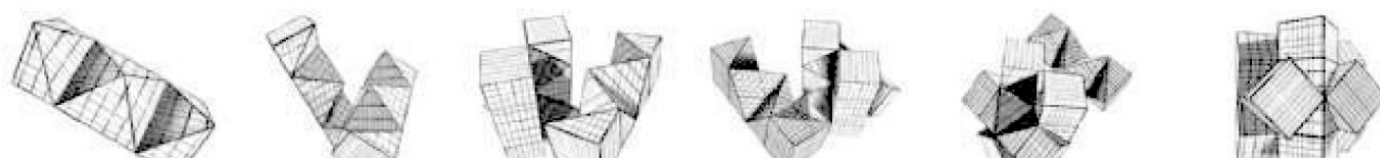
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(n)	The amount of loan to be provided for implementation of ESOS by the Company to the trust, its tenure, utilization, repayment terms, etc.	<p>Subject to the applicable provisions of the Companies Act, 2013, or any other law for the time being in force, the Company may provide interest free loan (if permissible) or financial assistance or otherwise, to the Trust for purchase/acquisition of the Shares and/ or for any other permitted purposes, as the Company may consider appropriate from time to time.</p> <p>The amount of loan to be provided for implementation of GHIL LTIP 2024 Plan by the Company to the Trust Shall not exceed 5% of the Paid up Equity Capital and Free Reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed. The Trust shall repay the loan to the Company by utilizing the proceeds realized from exercise of Options by the Employees and the accruals of the Trust at the time of termination of the Scheme. The other terms of the loan would be decided upon consideration of various factors like number of Eligible Employees to whom options would be offered, price of the options, vesting period, other terms of grant.</p>
(o)	Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of ESOS	The maximum number of Shares that may be acquired by way of secondary acquisition shall be 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on the March 31, 2024. The total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5 (Five) percent of paid up equity capital as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition. Further, the secondary acquisition in a financial year by the Trust shall not exceed 2 (Two) percent of the Paid up Equity Capital as at the end of the previous financial year.
(p)	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15	The Company shall comply with the disclosure and accounting policies specified in Regulation 15 of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.
(q)	The method which the Company shall use to value its Options	The Company / NRC shall use the latest available closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the relevant date. The Company shall comply with the requirements of applicable accounting standards including Guidance Note 18 on Accounting for Employee Share-based Payments IND-AS and shall use Fair Value method.
(r)	Conditions under which options vested in employees may lapse, e.g., in case of termination of employment for various reason	Refer Table below
(s)	Specify time period within which the employee shall exercise the vested options in the event of	Refer Table below



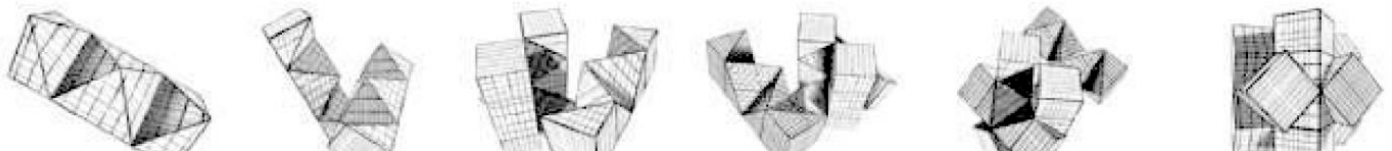
	proposed termination of employment or resignation by employee	
(t)	Declarations	'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'
(u)	period of lock-in	The Shares issued upon Exercise of Options shall be freely transferable and shall not be subject to any Lock-in Period restriction after such issue except as required under the Applicable Laws including that under the SEBI ICDR Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under SEBI PIT Regulations, 2015.
(v)	Terms & conditions for buyback, if any, of specified securities covered under SEBI Regulations	NA

S. No.	Termination event	Vested Options	Unvested Options
1	On death of Eligible Employee	Permitted to be Exercised by the Beneficiary within 1 year from the date of death of the Eligible Employee	Shall vest in the Beneficiary of the deceased Eligible Employee on date of death and permitted to be Exercised by the Beneficiary within 1 year from the date of death of the Eligible Employee
2	On Permanent Incapacity of Eligible Employee	Permitted to be Exercised by the Eligible Employee within 1 year from the date of his Permanent Incapacity	Shall vest in the Beneficiary of the incapacitated Eligible Employee on date of incurring his Permanent Incapacity and permitted to be Exercised by the Beneficiary within 1 year from the date of his Permanent Incapacity
3	On attainment of superannuation age	Permitted to be Exercised by the Eligible Employee by the last working day	Shall lapse on the last working day
4	Termination with Cause	Shall lapse on the last working day	Shall lapse on the last working day
5	Other terminations (not covered above)	Permitted to be Exercised by the Eligible Employee by the last working day	Shall lapse on the last working day



Part B- GHIL Employees Stock Purchase Scheme, 2024

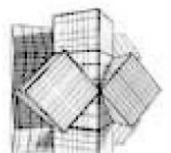
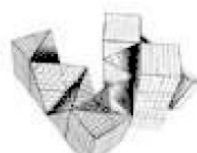
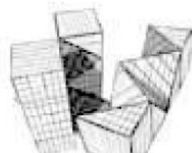
S. No.	Particulars	Information
(a)	Brief description of the Global Health Limited (GHL) Employees Stock Purchase Scheme, 2024 (“GHL ESPS 2024/ESPS”)	The purpose of the GHL ESPS 2024 is to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this ESPS to attract, retain and motivate the key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views ESPS as a long-term incentive tool that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future.
(b)	The total number of Shares to be granted	The maximum number of Shares that may be allotted under this GHL LTIP 2024 Plan (consisting of Part A and Part B as provided below) shall not exceed 17,50,000 Shares for Primary Acquisition and 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on March 31, 2024) for Secondary Acquisition. The Nomination & Remuneration Committee (NRC) reserves the right to increase or reduce such number of Shares as it deems fit, subject to Applicable Laws and necessary approvals. <i>Note: Each Option will result into allotment of One (1) Equity Share of Rs. 2/- each.</i>
(c)	Identification of classes of employees entitled to participate and be beneficiaries in ESPS	Following class / classes of employees are entitled to participate in ESPS: (i) an employee as designated by the Company, who is exclusively working in or outside India; or (ii) a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in (i) and (ii) above, of a group company(ies) including subsidiary or associate company, in India or outside India, if any, but shall not include: (a) an employee who is a Promoter or a person belonging to the Promoter Group; or (b) a Director who either himself /herself or through his/her Relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company.
(d)	Share lock in period	The Shares transferred by the Trust to the Eligible Employees under the ESPS shall be subject to a minimum Share Lock-in Period of 1 year and a maximum Share Lock-in Period of 5 years from the date of transfer thereof. The maximum Share Lock-in Period shall be subject to the discretion of the NRC.
(e)	Transferability of shares	Until the release of Shares from the Share Lock-in Period, Shares shall not be sold, given, transferred, assigned, pledged or otherwise hypothecated in any manner, and any attempted sale, gift, transfer, assignment, pledge or other alienation shall be void ab initio and not enforceable against the Company. However subject to Applicable Laws, the Trust may, within the guidelines prescribed by the NRC, permit any of the above, on a general or specific basis, and/or may impose additional conditions and limitations from time to time and the same shall be binding on the Eligible Employee during the Share Lock-in Period.





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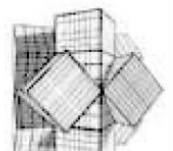
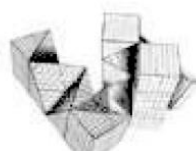
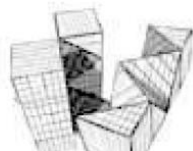
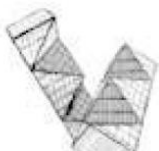
(f)	Exercise/ Purchase Price or pricing formula	The Exercise Price shall be such as shall be decided by the NRC as on date of Offer which in any case shall not be less than the face value of Shares of the Company and shall be in compliance with the accounting policies as specified in the SEBI SBEB Regulations. The specific Exercise Price shall be intimated to the Eligible Employee in the Offer.
(g)	The appraisal process for determining the eligibility of employees for the ESPS	Eligibility criteria of the Employees will be based on service, designation, criticality of position, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time. The NRC is empowered to determine or re-determine one or more policies under this ESPS, pursuant to which Shares may be offered to the Eligible Employees, including but not limited to their loyalty and performance.
(h)	Maximum number of Shares to be issued per employee and in aggregate	The maximum number of offer for shares to any Eligible Employee shall be decided by the Board or NRC. However, in case, the number of offer for shares to any Eligible Employee equals to or exceeds 1 % of the issued capital of the Company at the time of grant, prior approval of the shareholders by way of a separate resolution shall be obtained. The maximum number of Shares that may be allotted under this GH LTI P 2024 Plan (consisting of Part A and Part B) shall not exceed 17,50,000 Shares for Primary Acquisition and 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on March 31, 2024 for Secondary Acquisition.
(i)	Maximum quantum of benefits to be provided per eligible employee under ESPS	The Eligible Employees will be entitled to the Equity Shares of the Company on exercise of Shares offered as per the terms provided under the ESPS Plan. No benefit other than grant of Options is envisaged under the Plan. The maximum quantum of benefits that will be provided to every eligible Employee under GH LTI P 2024 Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Offer of shares and the Exercise Price paid by the Employee.
(j)	Whether ESPS is to be implemented and administered directly by the Company or through a trust	The ESPS will be implemented through a trust set up by a Company, in a manner as permissible under the SEBI SBEB Regulations and subject to applicable compliances, as may be decided by the Board/NRC. The ESPS will be implemented through a trust set up by a Company in a manner as permissible under the SEBI SBEB Regulations and subject to applicable compliances, as may be decided by the Board/NRC. The GH LTI P 2024 Plan shall be implemented through Trust Route wherein the Trust shall acquire the Shares by: a. Direct allotment from the Company and/or b. Secondary acquisition from the market The Shares so acquired by the Trust will be transferred to the Employees as and when the Offer of shares is exercised.
(k)	Whether ESPS involves new issue of shares by the Company or secondary acquisition by the Trust or both	The NRC shall decide as to whether the Company should issue new shares to the Trust (Primary Acquisition) for the implementation of ESPS or the Trust shall acquire existing shares from the market (Secondary Acquisition) for implementation of ESPS or may decide to use the appropriate combination of Primary Acquisition and Secondary Acquisition subject to adherence with law and regulations as prevailing and in force from time to time.





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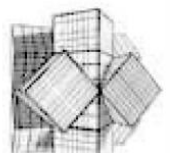
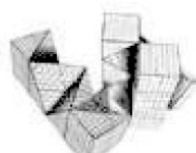
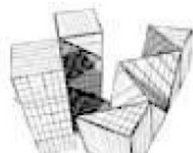
(l)	The amount of loan to be provided for implementation of ESPS by the Company to the trust, its tenure, utilization, repayment terms, etc.	<p>Subject to the applicable provisions of the Companies Act, 2013, or any other law for the time being in force, the Company may provide interest free loan (if permissible) or financial assistance or otherwise, to the Trust for purchase/acquisition of the Shares and/ or for any other permitted purposes, as the Company may consider appropriate from time to time. The amount of loan to be provided for implementation of GHIL LTIP 2024 Plan by the Company to the Trust shall not exceed 5% of the Paid up Equity Capital and Free Reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed. The Trust shall repay the loan to the Company by utilizing the proceeds realized from exercise of Options by the Employees and the accruals of the Trust at the time of termination of the Scheme.</p> <p>The terms of the loan would be decided upon consideration of various factors like number of Eligible Employees to whom shares are offered, exercise price, share lock in period etc.</p>
(m)	Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of ESPS	The maximum number of Shares that may be acquired by way of secondary acquisition shall be 53,70,147 shares (i.e. 2% of the paid-up capital of the Company) as on March 31, 2024.
(n)	A statement to the effect that the Company shall conform to the accounting policies specified in Reg. 15	The Company shall comply with the disclosure and conform to the accounting policies specified in Regulation 15 of SEBI SBEI Regulations or as may be prescribed by regulatory authorities from time to time.
(o)	The method which the Company shall use to value shares offered	The Company / NRC shall use the latest available closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the relevant date. The Company shall comply with the requirements of applicable accounting standards including Guidance Note 18 on Accounting for Employee Share-based Payments IND-AS and shall use Fair Value method.
(p)	Conditions in case of termination of employment for various reason	<p>a) On death of Eligible Employee In the event of death of Eligible Employee while in employment, all the Shares offered under the ESPS shall Vest with the Beneficiaries of the Eligible Employee. However, Share-Lock in Period will continue to apply with respect to such Shares, as applicable, even after transmission.</p> <p>b) On disability of Eligible Employee In the event of disability i.e. Permanent Incapacity leading of Eligible Employee while in employment, all the Shares offered under the ESPS shall Vest on such termination. However, Share-Lock in Period will continue to apply with respect to such Shares as applicable, even after termination of employment for reasons of such disability.</p>





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		<p>c) On attainment of superannuation age In case the service of the Eligible Employee with the Company is terminated due to retirement on superannuation, in case of such superannuation, the Shares allotted to the Eligible Employee which are subject to Share Lock-In Period shall be forfeited and the Shares shall revert to the Trust on the last working day and legal and beneficial ownership of these Shares shall vest with the Trust. The Eligible Employee shall not have any right to claim any cost or compensation for such forfeited Shares.</p> <p>d) Termination with Cause In case termination of employment of Eligible Employee with the Company is for Cause (i.e. negligence, fraud, professional misconduct including sexual harassment, moral turpitude etc), the Shares allotted to the Eligible Employee which are subject to Share Lock-in Period shall be forfeited and the Shares shall revert to the Trust on the last working day and legal and beneficial ownership of these Shares shall vest with the Trust. The Eligible Employee shall not have any right to claim any cost or compensation for such forfeited Shares.</p> <p>e) Other terminations In case of cessation of employment of the Eligible Employee for reasons other than those specified above, the Shares allotted to the Eligible Employee which are subject to Share Lock-in Period shall be forfeited and the Shares shall revert to the Trust on the last working day and legal and beneficial ownership of these Shares shall vest with the Trust. The Eligible Employee shall not have any right to claim any cost or compensation for such forfeited Shares as the Shares have been given on the understanding that the Eligible Employee will continue to be in employment with the Company till the completion of the lock-in period.</p> <p>f) Long Leave (without pay) Long leave of the Eligible Employee, taken with approval of the human resources department of the Company, shall not be included in the Share Lock-in Period. The Eligible Employee will have to serve the period of long leave as additional time for fulfilling the Share Lock-in conditions. In all other events including approved earned leave, sick leave and maternity leave (with pay) the period of leave shall be included to calculate the Share Lock-in Period unless otherwise determined by the Committee.</p>
(q)	Declarations	'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report'.
(r)	Terms & conditions for buyback, if any, of specified securities covered under SEBI Regulations	NA
(s)	exercise period/offer period and process of exercise/acceptance of offer;	Each Offer must be exercised at such time or times and during such period as is determined by the Committee and set forth in the Offer Letter ("Offer Period"). The right to exercise the Shares is available to the Eligible Employee subject to the terms and conditions of ESPS and Offer Letter and executing such documents as required by the Committee.





The details as required in the Explanatory Statement under Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

a) The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares:

GHL LTIP 2024 Plan shall be administered and implemented through a Trust. The Trust is also authorized to subscribe, acquire, purchase, hold and deal in the equity shares of the Company. The Trust shall acquire equity shares of the Company by either subscribing to fresh issue of equity shares by the Company ('Primary Acquisition') and/or by acquiring from secondary market ('Secondary Acquisition'). The Company also proposes to provide financial assistance by way of loan or guarantee or security in connection with a loan granted/to be granted to Trust or by way of any other permitted means of money by the Company or Interest free loan, (if permissible) and subject to the applicable provisions of the Companies Act, 2013, or any other law for the time being in force, from time to time, in one or more tranches, to the Trust/Eligible Employees, in accordance with SEBI SBEB Regulations, Act and other applicable laws.

The class/classes of employees who are eligible subject to selection by the NRC are as under:

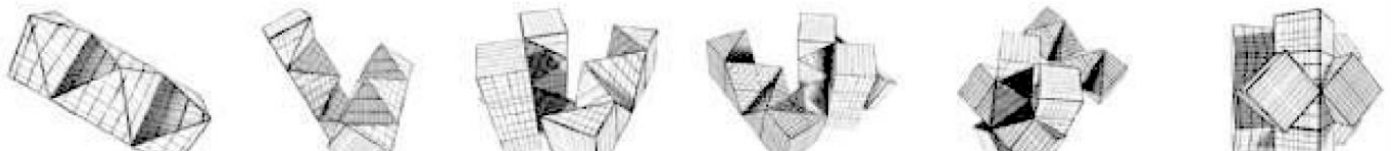
- i. an employee as designated by the Company, who is exclusively working in or outside India;
- ii. Directors of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director;
- iii. an employee as defined in (i) and (ii) above, of a group company(ies) including subsidiary(ies) or associate company(s), in India or outside India, if any.

Following class/classes of employees are not eligible:

- i. an employee who is a Promoter or a person belonging to the Promoter Group; or
- ii. a Director who either himself /herself or through his/her Relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company.

b) Particulars of the Trustee(s) or Employees in whose favour such shares are to be registered:

The Trust will acquire equity shares by way of primary issuance by the Company and/or through secondary acquisition of equity shares of the Company. The equity shares will be registered in the name of all or any of the Trustees of the Trust to hold equity shares of the Company for and on behalf of the Trust. The equity shares acquired by the Trust shall be transferred to the employees on exercise of vested stock options and registered in their respective names upon such transfer.





c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust is proposed to be set-up and the name of the trust will be “GHL Employees Welfare Trust” and subject to approval of shareholders of GHL Employees Long Term Share Based Incentive Plan, 2024, the trustees will be (a) Mr. Rahul Khare and (b) Mr. Saurabh Upadhyay, having its office at such place as may be decided by the Board/NRC. The future Trustee(s) shall be appointed by the NRC/Board of Directors and in compliance with the applicable provisions of the Act and the SEBI SBEB Regulations.

A person will not be appointed as a trustee to hold such shares, if he/she:-

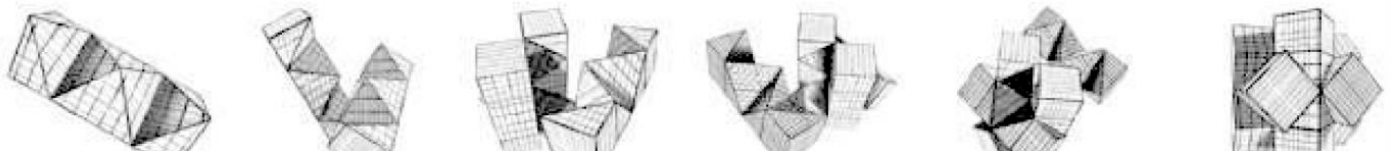
- (a) is a director, key managerial personnel or promoter of the company or its group company including its holding, subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or
- (b) Beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

Other particulars of proposed trustees are as follows:

Particulars	Mr. Rahul Khare	Mr. Saurabh Upadhyay
Address	House No. 7/6, Sarvapriya Vihar, next to Hauz Khas metro station, New Delhi - 110016	A-801, The Mihir CGHS, Plot No. 7, Sector 52, Opposite Tau Devilal Park, Gurugram, Haryana - 122003
Occupation	Service	Service
Nationality	Indian	Indian
relationship with the promoters, directors or key managerial personnel, if any:	NIL, however Mr. Khare is associated with the Company and Dr. Naresh Trehan for various consultancy and advisory services in his professional capacity.	NIL

d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

Promoters and Independent Directors are not eligible to be covered under the GHL LTIP 2024 Plan. However, Directors or Key Managerial Personnel may be covered or interested under the GHL LTIP 2024 Plan but only to the extent of stock options or shares as may granted to them, if any, under the GHL LTIP 2024 Plan and in due compliance with the SEBI SBEB Regulations.





e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

The eligible employees shall be granted Employee Stock Options or Shares under the GHL LTIP 2024 Plan, which would vest subject to vesting conditions prescribed by the NRC.

In case of ESOS, after vesting and on exercise of the Options, the Trust / Trustees shall transfer corresponding number of Equity Shares to the eligible employees. The eligible employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. In case of ESPS, employees shall be entitled to exercise Shares, which will be subject to share lock in. Post the lock in period, the employees may hold / sell the shares at their discretion subject to applicable laws and regulations.

Further, the maximum quantum of benefits that will be provided to every eligible Employee under the GHL LTIP 2024 Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

As per SEBI SBEB Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. In these circumstances, the voting rights can be exercised by an eligible employee only when the equity shares are transferred to them after due process of exercise of Options. Upon allotment of Shares, the Eligible Employees shall become members of the Company and shall be entitled to all the rights of a member including with respect to voting rights, receipt of dividend, etc. However, the Shares allotted under ESPS shall be subject a Share Lock-in Period. No Eligible Employee shall have any rights as a shareholder with respect to any Shares prior to the date of issuance of a certificate for such Shares or credit of Shares into his demat account.

The copies of the related documents will be open for inspection by the Members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting. In terms of the Act read with relevant rules made thereunder, SEBI SBEB Regulations, Listing Regulations, the Board, recommends the passing of above Special Resolutions as set out in Item No. 2 to 6 of this Notice, for the approval of the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested, financial or otherwise, in the proposed Resolution except to the extent of grant of shares or Options that may be made to them, if any, under GHL LTIP 2024 Plan.

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

Date: November 14, 2024

Place: Gurugram

**Rahul Ranjan
Company Secretary
(M. No. - A 17035)**

