



**Disclosure Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 (“SEBI SBEB & SE”) Regulations for the Financial Year 2022-23**

**For - ESOP 2014 Scheme**

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time:

**Please refer Note No.42 of the Standalone Financial Statements for the Financial Year (FY) 2022-23, forms part of the Annual Report for the FY 2022-23.**

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

**Please refer Note No. 34 of the Standalone Financial Statements for the FY 2022-23, forms part of the Annual Report for the FY 2022-23.**

**C. Description of Global Health Limited - Employee Stock Option Scheme 2014 (ESOP 2014 Scheme)**

(i) The Company had implemented an employee stock option plan with a view to reward the key employees for their association, dedication, and contribution to the goals of the Company. It was 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, and/or holding company, if any, by way of rewarding their performance.

Accordingly, the Board of Directors and Shareholders of the Company have approved and adopted the ESOP 2014 Scheme pursuant to resolutions each dated September 25, 2014. The ESOP 2014 Scheme was amended and approved by Board of Directors and Shareholders at their meeting held on 10<sup>th</sup> September, 2021 and 17<sup>th</sup> September, 2021, respectively to align with the SEBI SBEB & SE Regulations. Pursuant to the above resolutions, the Company has also decided not to make any further grants under the ESOP 2014 Scheme.

**Other Details are as under:**

Total number of options approved under ESOS	8,52,973
Vesting requirements	The minimum Vesting Period shall not be earlier than 1 (One) year or such other period as may be provided in the Companies Act and SEBI SBEB Regulations and not later than the maximum Vesting Period of 5 (Five) years from the date of Grant.
Exercise price or pricing formula	The Exercise Price would be decided at the Committee's sole discretion, in compliance with the accounting policies as specified in SEBI SBEB Regulations, which shall not be less than the face value of Shares and not more than the Fair Market Value of Shares as on date of Grant. Such exercise

	price will be intimated to the eligible Employee at the time of Grant of Options to them.
Maximum term of options granted	5 (Five) years
Source of shares (primary, secondary or combination)	Primary
Variation in terms of options	The ESOP 2014 was modified as on May 11, 2016 to increase the number of options from 7,40,628 to 8,52,973 options and further the ESOP 2014 was modified on September 17, 2021 to comply with the SEBI SBEB Regulations.

(ii) Method used to account for ESOS - Intrinsic or fair value - **Fair value**

iii) Where the company opts for expensing of the options using the intrinsic value of the options, 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 of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed:

**Not applicable because the Company has accounted employee compensation in books using the fair value of options.**

(iv) Option movement during the year: **NIL**

(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock:

**Please refer Note No.42 of the Standalone Financial Statements for the FY 2022-23, forms part of the Annual Report for the FY 2022-23.**

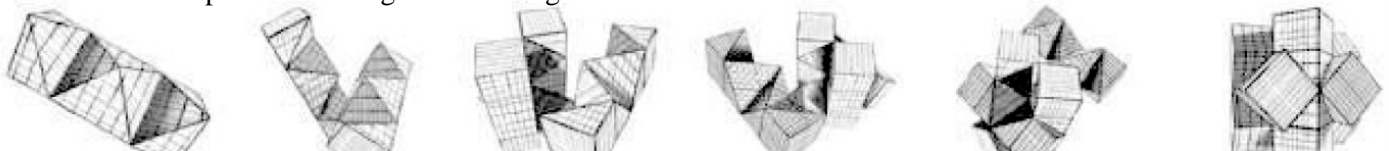
(vi) Employee wise details of options granted to:

(a) Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: **NIL**

(b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year: **NIL**

(c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: **NIL**

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:



(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model:

Particulars	Date of Options Granted (Grant I) – 25/09/2014	Date of Options Granted (Grant II) – 13/07/2016	Date of Options Granted (Grant III) – 09/11/2016	Date of Options Granted (Grant IV) – 10/12/2016
Weighted average share price (Rs.)	698.65	749.78	762.95	762.95
Exercise price (Rs.)	10.00	10.00	10.00	10.00
Expected volatility (%)	37%	37%	37%	36%
Expected life of the option (years)	1-7	1-7	1-7	1-7
Risk-free interest rate	8.70%	7.18%	6.67%	6.51%
Weighted average fair value as on the grant date (Rs.)	691.95	742.28	755.29	755.24

(b) The method used and the assumptions made to incorporate the effects of expected early exercise: **Black Scholes Option pricing Method was used to compute the fair valuation of options for the states granted dates. Exercise period was considered as 3 Years from each vesting date.**

(c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility: **Historical volatility was considered as previous one year from respective grant date of the following per set:**

- Apollo Hospitals;
- Kovai Medical;
- Fortis Malar; and
- Fortis Health

(d) Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition: **Black Scholes Option pricing Method was applied which takes five input variables: the strike price of an option, the current stock price, the time to expiration, the risk-free rate, and the volatility as Market conditions to compute the call price of an option.**







**Disclosures in respect of grants made in three years prior to IPO: N.A.**

**For - ESOP 2016 Scheme**

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

**Please refer Note No.42 of the Standalone Financial Statements for the FY 2022-23, forms part of the Annual Report for FY 2022-23.**

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time:

**Please refer Note No. 34 of the Standalone Financial Statements for the FY 2022-23, forms part of the Annual Report for the FY 2022-23.**

**C. Description of Global Health Limited - Employee Stock option Scheme 2016 (ESOP 2016 Scheme)**

(i) The Company had implemented an employee stock option plan with a view to reward the key employees for their association, dedication, and contribution to the goals of the Company. It was 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, and/or holding company, if any, by way of rewarding their performance.

Accordingly, the Board of Directors and Shareholders of the Company at their meetings held on 13<sup>th</sup> July, 2016 had approved the ESOP Scheme 2016. The ESOP 2016 Scheme was amended and approved by Board of Directors and Shareholders at their meeting held on 10<sup>th</sup> September, 2021 and 17<sup>th</sup> September, 2021, respectively to align with the SEBI SBEB & SE Regulations. Pursuant to the above resolutions, the Company has also decided not to make any further grants under the ESOP 2016 Scheme.

The purpose of the ESOP 2016 Scheme is to provide the employees with a productivity and performance-based incentive, and facilitate the possibility of motivating and keeping the required high quality of human resources in our Company. Pursuant to the ESOP 2016 Scheme, options to acquire Equity Shares may be granted to eligible "employees".

In terms of Regulation 12(1) of the SEBI SBEB & SE Regulations, no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ('IPO') and prior to the listing of its equity shares ('Pre- IPO Scheme') unless (i) such Pre IPO Scheme is in conformity with the SEBI SBEB & SE Regulations; and (ii) such Pre IPO Scheme is ratified by its Members subsequent to the IPO.

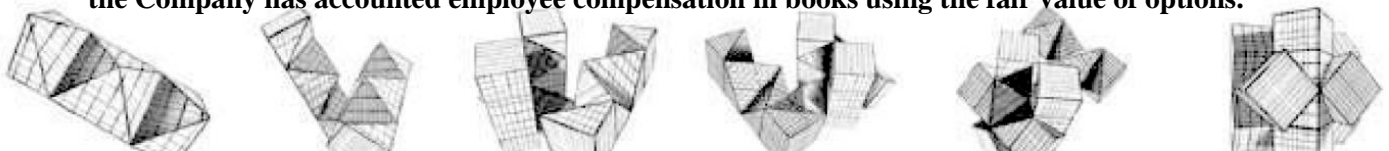
Considering that, the Company came out with an IPO of its equity shares and got listed on the BSE Limited and the National Stock Exchange of India Limited with effect from November 16, 2022, the Company's GHLESOPE 2016 Scheme has been ratified by the Members of the Company dated 28<sup>th</sup> January, 2023 by passing Special Resolution through Postal Ballot, for making any allotment of equity shares pursuant to the exercised options by the eligible employees of the Company.

**Other Details are as under:**

Date of shareholders' approval	Scheme Approved – 13 <sup>th</sup> July, 2016 Post IPO ratification – 28 <sup>th</sup> January, 2023
Total number of options approved under ESOS	10,25,000 Options
Vesting requirements	The minimum Vesting Period shall not be earlier than 1 (One) year or such other period as may be provided in the Companies Act and SEBI SBEB Regulations and not later than the maximum Vesting Period of 5 (Five) years from the date of Grant.
Exercise price or pricing formula	Rs. 10 per option. (Exercise of 1 option will result into allotment of 5 equity Shares of Rs. 2 each). The Exercise Price would be decided at the Committee's sole discretion, in compliance with the accounting policies as specified in SEBI SBEB Regulations, which shall not be less than the face value of Shares and not more than the Fair Market Value of Shares as on date of Grant. Such exercise price will be intimated to the eligible Employee at the time of Grant of Options to them.
Maximum term of options granted	5 (Five) years
Source of shares (primary, secondary or combination)	Primary
Variation in terms of options	The Plan has been amended in the shareholders meeting by way of a special resolution dated September 17, 2021 with a view to align this Plan as per the provisions of the SEBI SBEB Regulations due to the initial public offer of the Company. The Plan has also been ratified by the Shareholders of the Company, post listing vide resolution passed through Postal Ballot dated 28 <sup>th</sup> January, 2023 in terms of the Regulations 12(1) of the SEBI SBEB & SE Regulations.

(ii) Method used to account for ESOS - Intrinsic or fair value - **Fair value**

iii) Where the company opts for expensing of the options using the intrinsic value of the options, 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 of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed: **Not applicable because the Company has accounted employee compensation in books using the fair value of options.**



(iv) Option movement during the year:

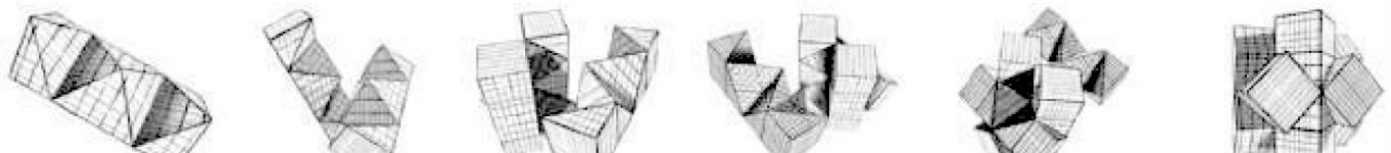
Particulars	Details
Number of options outstanding at the beginning of the period	12,500
Number of options granted during the year	NA
Number of options forfeited / lapsed during the year	NA
Number of options vested during the year	44,000
Number of options exercised during the year	18,058
Number of shares arising as a result of exercise of options	90,290
Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,80,580
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	38,442
Number of options exercisable at the end of the year	38,442

(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock:

**Please refer Note No.42 of the Standalone Financial Statements for the FY 2022-23, forms part of the Annual Report for FY 2022-23.**

(vi) Employee wise details of options granted to –

- Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: **NIL**
- Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year: **NIL**
- Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: **NIL**





(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

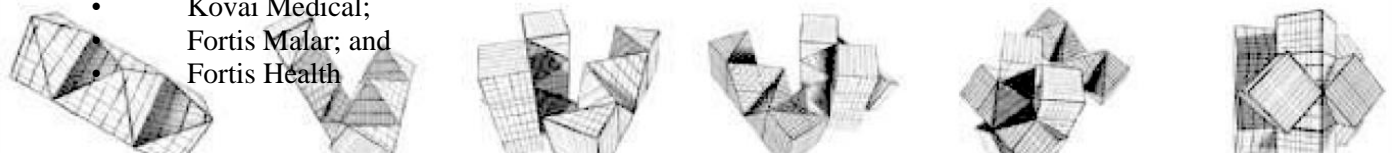
(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model:

Particulars	Date of Options Granted (Grant I) – 10/12/2016	Date of Options Granted (Grant II) – 19/03/2018	Date of Options Granted (Grant III) – 17/04/2018	Date of Options Granted (Grant IV) – 25/04/2018	Date of Options Granted (Grant V) – 13/07/2018
Weighted average share price (Rs.)	762.95	633.44	633.44	633.44	633.44
Exercise price (Rs.)	10.00	10.00	10.00	10.00	10.00
Expected volatility (%)	35.83%	37.17%	37.60%	37.76%	37.33%
Expected life of the option (years)	1-7	1-7	1-6	1-6	1-8
Risk-free interest rate	6.51%	7.44%	8.09%	7.82%	8.22%
Weighted average fair value as on the grant date (Rs.)	755.24	626.01	626.03	626.16	626.17

(b) The method used and the assumptions made to incorporate the effects of expected early exercise: **Black Scholes Option pricing Method was used to compute the fair valuation of options for the states granted dates. Exercise period was considered as 3 Years from each vesting date.**

(c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility: **Historical volatility was considered as previous one year from respective grant date of the following per set:**

- Apollo Hospitals;
- Kovai Medical;
- Fortis Malar; and
- Fortis Health





(d) Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition: **Black Scholes Option pricing Method was applied which takes five input variables: the strike price of an option, the current stock price, the time to expiration, the risk-free rate, and the volatility as Market conditions to compute the call price of an option.**

**Disclosures in respect of grants made in three years prior to IPO: N.A.**

**For 2021 Scheme**

**Description of Global Health Limited-Employee Stock option Scheme 2021 (ESOP 2021 Scheme)**

The ESOP 2021 Scheme was approved and adopted pursuant to resolutions passed by the Board of Directors dated September 10, 2021 and Shareholders dated September 17, 2021. The purpose of the ESOP 2021 Scheme is to reward the employees (as defined in the ESOP 2021 Scheme) for their association, dedication and contribution to the goals of our Company. Pursuant to the ESOP 2021 Scheme, options to acquire Equity Shares may be granted to eligible “employees” (as defined in the ESOP 2021 Scheme). The ESOP 2021 Scheme has been framed in compliance with the SEBI SBEB Regulations.

In terms of Regulation 12(1) of the SEBI SBEB & SE Regulations, no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering (‘IPO’) and prior to the listing of its equity shares (‘Pre- IPO Scheme’) unless (i) such Pre IPO Scheme is in conformity with the SEBI SBEB & SE Regulations; and (ii) such Pre IPO Scheme is ratified by its Members subsequent to the IPO.

Considering that, the Company came out with an IPO of its equity shares and got listed on the BSE Limited and the National Stock Exchange of India Limited with effect from November 16, 2022, the Company's ESOP 2021 Scheme has been ratified by the Members of the Company dated 28<sup>th</sup> January, 2023 by passing Special Resolution through Postal Ballot, for making any grant of options/allotment of equity shares pursuant to the exercised options by the eligible employees of the Company.

The maximum number of options that can be granted under the ESOP 2021 Scheme is 350,000 options which in aggregate will not be exercisable into not more than 1,750,000 Equity Shares. The ESOP 2021 Scheme is administered by our Nomination and Remuneration Committee. As on date, no options have been granted by the Company under ESOP 2021 Scheme.

