



Global Health L i m i t e d

26th December, 2022

Ref:- GH/2022-23/EXCH/014

The General Manager
Dept. of Corporate Services
BSE Limited,
P J Towers, Dalal Street,
Mumbai - 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 543654

Symbol: MEDANTA

Sub: Notice of Postal Ballot

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of Postal Ballot Notice *dated 22nd December, 2022* along with the Explanatory Statement, for seeking approval of the Members for the resolutions, as set out in the said Notice.

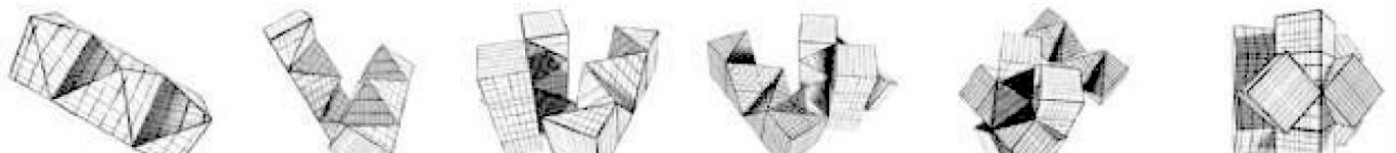
You are requested to take the above on record.

Thanking You,

For Global Health Limited

Rahul Ranjan
Company Secretary & Compliance Officer
M. No. A17035

Encl: a/a





GLOBAL HEALTH LIMITED

CIN: U85110DL2004PLC128319

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

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

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

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given that pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out in this Notice are proposed to be passed by the Members of Global Health Limited ('the Company') through postal ballot ('Postal Ballot') remote e-voting ('e-voting').

The proposed resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice along with Postal Ballot Form for your consideration. The relevant details of the Director under Regulation 36(3) of SEBI Listing Regulations and in terms of Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, are also annexed to the Notice.

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.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions indicated in the Notice and Postal Ballot Form and return the Postal Ballot Form duly filled in and signed along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolutions in the enclosed self-addressed postage pre-paid envelope ('Business Reply Envelope'), so as to reach at the Company's Address at "Medanta - The Medicity", Sector 38, Gurgaon, Haryana - 122001 to the Scrutinizer on or before 5.00 p.m. (IST) on Saturday, 28th January, 2023. If any Postal Ballot Form is received after 5.00 p.m. on Saturday, 28th January, 2023, it will be considered that no reply from such member has been received and such Postal Ballot would not be considered. The Business Reply Envelope also bears the address of the Company, where the duly filled Postal Ballot Form to be sent.

Pursuant to the provision of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is also offering e-voting facility to all its members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited ('KFin') for the purpose of providing e-voting facility to all its Members. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any authorised person of the Company on or before Monday, 30th January, 2023 and the results of the Postal Ballot (including voting through electronic means) will be announced on Monday, 30th January, 2023. The said results along with the Scrutinizer's Report shall be placed on the Company's website www.medanta.org and on the website of KFin at <https://evoting.kfintech.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 proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting /receipt of postal ballot forms, i.e. Saturday, 28th January, 2023.

SPECIAL BUSINESS(S):

1. Appointment of Mr. Pankaj Prakash Sahni as a Director and Whole time Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 152, 196 and 197 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pankaj Prakash Sahni (DIN: 07132999) be and is hereby appointed as a Director, liable to retire by rotation and also a Whole-time Director of the Company, to be designated as Group CEO & Director for a period of five years with effect from 1st January, 2023, at a consolidated remuneration up to Rs. 7.5 Crore with authority vested with Nomination & Remuneration

Committee (NRC) of the Board and in absence of the NRC, the Board of Directors to determine his remuneration from time to time and other conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration he shall be entitled to perquisites in form of Company provided car, driver salary, mobile / telephone facility, reimbursement of traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business, as per applicable policies of the Company.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

2. Ratification of Global Health Limited Employee Stock Option Plan 2016:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of earlier resolution(s) passed by the members of the Company approving the 'Global Health Limited Employee Stock Option Plan 2016' ('ESOP 2016'), and pursuant to the provisions of Section 62 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ('Act') and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI (SBEB & SE) Regulations'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Ministry of Corporate Affairs ('MCA'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI'), the BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges') where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time, the ('ESOP 2016'), as formulated and approved by the members of the Company on July 13, 2016, duly amended on September 17, 2021 prior to the Initial Public Offer ('IPO') of the Company, be and is hereby ratified and approved within the meaning of SEBI (SBEB & SE) Regulations, as detailed in explanatory statement annexed hereto.

RESOLVED FURTHER THAT the equity shares to be allotted by the Company shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to facilitate the issue /allotment of the equity shares upon exercise of options, from time to time, in accordance with the ESOP 2016, subject to the condition that no fresh grant of options shall be made under ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the ESOP 2016 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2016 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2016 (within the contours of ESOP 2016), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2016 in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised 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 including to make applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOP 2016, in accordance with the provisions of SEBI (SBEB & SE) Regulations/ SEBI Listing Regulations, applicable provisions under the Act and the rules framed thereunder.

3. Ratification of Global Health Limited Employee Stock Option Plan 2021

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of earlier resolution passed by the members of the Company approving the 'Global Health Limited Employee Stock Option Plan 2021' ('ESOP 2021'), and pursuant to the provisions of Section 62 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ('Act') and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI (SBEB & SE) Regulations'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Ministry of Corporate Affairs ('MCA'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI'), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time, the ('ESOP 2021'), as formulated and approved by the members of the Company on September 17, 2021 prior to the Initial Public Offer ('IPO') of the Company, within the meaning of SEBI (SBEB & SE) Regulations, as detailed in explanatory statement annexed hereto, and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Company ('NRC'), constituted by the Board to exercise its powers, including the powers, conferred by this resolution, to create, offer, issue, grant and allot options, at any time, to or for the benefit of the employee(s)/directors of the Company (as may be permitted under applicable laws) under ESOP 2021.

RESOLVED FURTHER THAT the equity shares to be allotted by the Company shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to facilitate the issue /allotment of the equity shares upon exercise of options, from time to time, in accordance with the ESOP 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the ESOP 2021 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2021 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2021 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised 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 including to make applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOP 2021, in accordance with the provisions of SEBI (SBEB & SE) Regulations/ SEBI Listing Regulations, applicable provisions under the Act and the rules framed thereunder.

4. Ratification of Global Health Limited Employee Stock Option Plan 2021 to the eligible employees and directors of the Subsidiary Company (ies) and/or Holding Company, if any, of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of earlier resolution passed by the members of the Company approving the 'Global Health Limited Employee Stock Option Plan 2021' ('ESOP 2021'), and pursuant to the provisions of Section 62 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ('Act') and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI (SBEB & SE) Regulations'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Ministry

of Corporate Affairs ('MCA'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI'), the BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges') where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time, the ('ESOP 2021'), as formulated and approved by the members of the Company on September 17, 2021 prior to the Initial Public Offer ('IPO') of the Company, within the meaning of SEBI (SBEB & SE) Regulations, as detailed in explanatory statement annexed hereto, and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Company ('NRC'), constituted by the Board to exercise its powers, including the powers, conferred by this resolution, to create, offer, issue, grant and allot options, at any time, to or for the benefit of the eligible employees and directors of the Company's subsidiary company(ies) or associate company, in India or outside India, or of a holding Company of the Company (as may be permitted under applicable laws) under ESOP 2021.

RESOLVED FURTHER THAT the equity shares to be allotted by the Company shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to facilitate the issue /allotment of the equity shares upon exercise of options, from time to time, in accordance with the ESOP 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted to eligible employees and directors of the Company's subsidiary company(ies) or associate company, in India or outside India, or of a holding company of the Company under the ESOP 2021 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2021 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2021 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised 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 including to make applications to any regulatory/ governmental authority/ third parties, as may be required, and to the Stock Exchanges to seek their in-principle and final approval for the listing and trading of equity shares allotted pursuant to ESOP 2021, in accordance with the provisions of SEBI (SBEB & SE) Regulations/ SEBI Listing Regulations, applicable provisions under the Act and the rules framed thereunder.

5. Amendment in Articles of Association of the Company

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and the other applicable provisions of the Companies Act, 2013 and rules made thereunder, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended and in accordance with the enabling provisions of the memorandum and articles of association of the Company, in order to align the articles of association with the requirements of the relevant stock exchanges where the equity shares of the Company are listed, the approval of the Members be and is hereby accorded, to adopt Part I including Article 111(b) of Part I and terminate Part II of the existing Articles of Association ('AOA'), in modification for, and to the exclusion of, the Articles of Association currently in force.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required to give effect to this resolution."

By order of the Board of Directors
For Global Health Limited

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

Date: 22nd December, 2022
Place: Gurgaon

NOTES:

(a) In accordance with the MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice is being sent in electronic form as well as in physical copies along with Postal Ballot Form and self-addressed postage pre-paid envelope, to all the members whose names appear 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") (NSDL & CDSL together refer as "Depositories") respectively, as on Friday, 16th December, 2022 ('cut-off date').

A copy of Postal Ballot Notice along with Ballot Paper shall also be available on the website of the Company www.medanta.org, the website of KFin Technologies Limited ('KFin') (the Registrar and Share Transfer Agent (RTA) and also the agency engaged for providing e-voting facility) at <https://evoting.kfintech.com> and National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

(b) Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date Friday, 16th December, 2022 will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

(c) The Member can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot forms will be treated as invalid.

(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 maagarwalndco@gmail.com with a copy marked to evoting@Kfintech.com

(e) Postal Ballot Form should be completed and signed by the member(s) as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.

(f) The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing (√) in the appropriate column.

(g) A Member cannot exercise his/her vote through proxy on Postal Ballot. There will be only one Postal Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders.

(h) Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid postage self-addressed envelope. Postage of such envelope will be borne and paid by the Company. The Postal Ballot Form may also be deposited personally at the address given on the prepaid postage self-addressed envelope. The duly completed Postal Ballot Form should reach at the Company's address at "Medanta - The Medicity", Sector 38, Gurgaon, Haryana - 122001 to the Scrutinizer on or before 5.00 p.m. (IST) on Saturday, 28th January, 2023 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the member.

(i) The instructions for 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 29th December, 2022 (Thursday)
End of E-voting	05:00 P.M. (IST) on 28th January, 2023 (Saturday)

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

(j) The resolution, if passed by the requisite majority of the members through Postal Ballot including voting by electronic means shall be deemed to have been passed on the last date specified for e-voting / receipt of postal ballot forms, i.e. 28th January 2023.

(k) All relevant documents 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.

(l) Any person holding shares in physical form and non-individual shareholders holding shares as on the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. The detailed process and manner for remote e-voting are explained herein below:

A. E-voting procedure for individual shareholders holding securities in demat:

(i) **Method of log-in directly from the website of Depositories:**

NSDL

1. User already registered for IDeAS facility

- URL <https://eservices.nsdl.com>
- Click on "Beneficial Owner" icon under 'IDeAS' section
- On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'.

iv. Click on the link against Global Health Limited or e-voting service provider 'KFin Tech' and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period.

2. User not registered for IDeAs e-services

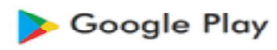
Register on link: <https://eservices.nsdl.com> and select 'Register online for IDeAS' by completing the required fields and follow the instructions given below:

- URL <https://www.evoting.nsdl.com/>
- Click on the icon 'Login' which is available under 'Shareholder/ Member' section.
- Enter User ID (i.e. 8 digit DP ID followed by 8 digit Client ID of the demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen.
- Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
- Click on the link against Company's name i.e 'Global Health Limited' or e-voting service provider name i.e 'KFin Tech' and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period.

Shareholders/ Members can also download NSDL App "**NSDL Speede**" facility by scanning the QR code given below for seamless voting experience.

QR code for Apple and Google Play

NSDL Mobile App is available on



CDSL

1. User who have opted for CDSL Easi./ Easiest

- URL <https://https://web.cdslindia.com/myeasinew/home/login> or URL www.cdslindia.com and click on New System Myeasi
- Login with user id and password
- Option will be made available to reach e-voting page without any further authentication
- Click on e-voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

Register on link : <https://https://web.cdslindia.com/myeasinew/Registration/EasiRegistration> and register by completing the required fields.

3. By visiting the e-voting website of CDSL

- URL www.cdslindia.com
- Provide demat account number and PAN
- System will authenticate user by sending OTP on registered mobile & email as recorded in demat account.

After successful authentication, user will be provided links for the respective e-voting service provider (ESP) where the e-voting is in progress.

(ii) **Method of login for individual shareholders securities in demat mode through their Depository Participants.**

Members can also login using the login credentials of their demat account through a depository participant registered with NSDL/ CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on the link against Company's name i.e 'Global Health Limited' or e-voting service provider name i.e 'KFin Tech' and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period.

Important : Members who are unable to retrieve their user ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers i.e. NSDL - email: evoting@nsdl.co.in, toll free numbers 1800 1020 990/ 1800 22 44 30; or CDSL - email: helpdesk.evoting@cdslindia.com, phone numbers: 022 - 23058738/ 022- 23058542-43.

B. Method of login for Members holding securities in physical form

- (i) Any person holding shares in physical form and non-individual shareholders holding shares as on the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. The details of the process and manner of remote e-voting are given below:
 - (a) Initial password is provided in the body of the email.
 - (b) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - (c) Enter the login credentials, i.e. user ID and password mentioned in your email. Your folio no./ DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing user ID and password for casting your votes
- (ii) After entering the details appropriately, click on LOGIN.
- (iii) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9), and a special character (@, #, \$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the EVENT i.e. Global Health Limited
- (vi) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- (vii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- (viii) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Query/ Grievance: In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin website) or email at inward.ris@kfintech.com or call on toll free No. 1800-309-4001 for any further clarifications. Members can also contact at KFin Technologies Limited, Unit: Global Health Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Telangana, Hyderabad - 500032 India.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE

Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration

The necessary disclosures in terms of Section II of Part II of Schedule V of the Companies Act, 2013, are as under:

I. General Information:			
Nature of Industry	Healthcare		
Date or expected date of commencement of commercial production	The Company has commenced its operations in the year 2009		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
Financial performance based on given indicators	Particulars	Standalone - Year ended March 31, 2022 (in Rs.)	Standalone - Year ended March 31, 2021 (in Rs.)
	Total Revenue	1,76,424.92	1,22,739.81
	Total Expenses	1,50,416.91	1,17,132.39
	Profit / (Loss) before Tax	29,582.74	8442.28
	Tax Expenses (Net)	7,704.34	2,713.78
	Profit /(Loss) after Tax from Continuing Operations	21,878.40	5,728.50
Foreign investments or collaborations, if any	28.8%		
II. Information about the appointee:			
Background details	As detailed hereinabove in the explanatory statement.		
Past remuneration	Mr. Sahni in his capacity as CEO was entitled to a remuneration of Rs. 4.02 Crore per annum including a variable payout of Rs. 80.50 lakhs apart from other perquisites and benefits for the FY 2022-23.		
Recognition or awards	NA		
Job Profile and his suitability	Mr. Pankaj Sahni is a graduate in Mathematics from St. Stephens College, Delhi and is also an Associate member of the Institute of Chartered Accountants of India. Mr. Sahni is also an MBA from Kellogg School of Management, with specialization in Strategy, Finance and International Business. Mr. Sahni has worked with leading International Business Consultants like Arthur Anderson & Co., Ernst & Young. Lastly, Mr. Sahni was associated with Mckinsey & Co. as Associate Partner and currently working as Group Chief Executive Officer of the Company.		
Remuneration proposed	As mentioned in the resolution and Explanatory Statement.		

Committee (NRC), had appointed Mr. Pankaj Prakash Sahni (DIN: 07132999) as an Additional Director and Whole Time Director of the Company with effect from 1st January, 2023 to be designated as Group CEO & Director.

Mr. Sahni is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding the office of Director pursuant to any SEBI Order.

The Company has received from Mr. Sahni (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mr. Pankaj Sahni has been associated with the Company since December 1, 2010 as Chief Operating Officer and was appointed as Chief Executive Officer (CEO) of the Company with effect from September 15, 2017 and currently, he is the Group Chief Executive Officer of the Company.

Mr. Pankaj Sahni, has played pivotal role in leading the organization as Chief Executive Officer, managing day to day operations of the Company and the facilities housed under the Company at different locations in different functions. In addition, he plays a supervisory role for the operations of facilities housed under subsidiaries of the Company.

Mr. Sahni has spent over 12 years with the Company and led the growth of Medanta from one hospital in Gurgaon to a network of 5 multi-speciality hospitals, 1 under construction hospital and 6 clinics across 8 cities. Furthermore, he led the Company to a successful listing on National Stock Exchange of India Limited and BSE Limited on 16th November, 2022.

The Board, based on recommendation of Nomination and Remuneration Committee, held on July 25, 2022 has approved his remuneration up to Rs. 6.5 crore per annum, for a period of 3 years starting from FY 2022-23 as the CEO with authority vested with NRC to determine actual remuneration from time to time, within aforesaid overall limit. He is also eligible for a Company provided car and reimbursement of driver salary in addition to other perquisites. The aforesaid upper limit of Rs. 6.5 Crore per annum was duly approved by the Shareholders of the Company at the Annual general Meeting held on 5th September, 2022. His remuneration for the FY 2022-23 was fixed at Rs. 4.02 Crore including a variable payout of Rs. 80.50 lakhs and other perquisites.

In order to increase the bench strength keeping in view long term horizon and succession planning, the Board, based on recommendation of Nomination and Remuneration Committee, held on December 22, 2022 had appointed him as Additional Director and Whole-time Director of the Company, liable to retire by rotation for a period of 5 years w.e.f. 1st January, 2023. The Board considers that his association as a Whole Time Director will be beneficial to and in the interest of the Company, as he has necessary expertise, knowledge and business acumen to drive the business and create value for its all stakeholders. It is proposed to fix the overall limit (other than perquisites and benefits) on remuneration of Mr. Sahni at Rs. 7.5 Crore per annum with authority vested with NRC/Board to determine actual remuneration from time to time provided that the remuneration for the FY 2022-23 (including that has already been drawn in his capacity as Group CEO) should not exceed Rs. 4.02 Crore including a variable pay out of Rs. 80.50 lakhs.

The aforesaid remuneration is within the permissible limits of remuneration i.e. 5% of the Net Profits for the FY 2021-22.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Sahni before recommending the remuneration as proposed hereinabove.
Pecuniary relationship directly or indirectly with the Company	Mr. Sahni is son in law of Dr. Naresh Trehan, who is the Chairman & Managing Director of the Company. He is also a Group Chief Executive Officer of the Company. Apart from his remuneration and other entitlements as employee, he has no pecuniary relationship with the Company. In addition, his wife is associated with the Company as legal consultant at terms duly approved by the Audit Committee.
III. Information about the appointee:	
Reasons of loss	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	Not Applicable

Following are the details of Mr. Pankaj Prakash Sahni (DIN:07132999) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of SEBI Listing Regulations is as follows:

S. No.	Particulars	Details				
1.	Age	45 Years				
2.	Qualification	He is a Chartered Accountant and also has a master's degree in business administration from the J.L. Kellogg School of Management, Northwestern University.				
3.	Experience	He is having 22 Years of experience. Out of this, he has spent over 12 years with the Company.				
4.	Terms and Conditions of Appointment	As per the details provided in Item No. 1 of this Notice				
5.	details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	The remuneration proposed is upto Rs. 7.5 Crore per annum. Past remuneration in the capacity as CEO is disclosed herein above.				
6.	Date of first appointment on the Board	22nd December, 2022				
7.	Shareholding in the Company	60,000 Equity Shares and 8,000 outstanding options (out of which 4,000 are unvested) under ESOP 2016.				
8.	Number of Board Meetings Attended during the year (since his appointment as an Additional Director)	NA				
9.	Directorships, Membership/ Chairmanship of Committees of other Company's Boards	<table border="1"> <tr> <td>Directorship</td> <td> <ul style="list-style-type: none"> GHL Pharma & Diagnostic Private Limited Global Health Patliputra Private Limited. </td> </tr> <tr> <td>Membership/Chairmanship</td> <td>Nil</td> </tr> </table>	Directorship	<ul style="list-style-type: none"> GHL Pharma & Diagnostic Private Limited Global Health Patliputra Private Limited. 	Membership/Chairmanship	Nil
Directorship	<ul style="list-style-type: none"> GHL Pharma & Diagnostic Private Limited Global Health Patliputra Private Limited. 					
Membership/Chairmanship	Nil					
10.	A brief resume of the director;	Mr. Sahni is a Chartered Accountant and also has a master's degree in business administration from the J.L. Kellogg School of Management, Northwestern University. He has been associated with our Company for over twelve years and has been involved in every aspect of operations across all units. He oversees all hospital operations and guides the overall strategy and growth of the organization. Prior to this, Mr. Sahni was an Associate Principal at McKinsey & Company.				
11.	Nature of expertise in specific functional areas;	General Operations, Strategy, Healthcare				
12.	Disclosure of relationships between directors/ Key Managerial Personal of the Company inter-se;	Mr. Sahni, who is the son-in-law of Dr. Naresh Trehan, the Promoter and Chairman and Managing Director of the Company				
13.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NA				
14.	Name of listed Entities from which the Director has resigned in the last three (3) years	Nil				

In addition, Mr. Sahni holds 60,000 Equity Shares and 8,000 outstanding options (out of which 4,000 are unvested) under ESOP 2016.

The Board recommends the aforesaid Ordinary Resolution for approval by the members.

None of the Directors or other KMPs their relatives except Dr. Naresh Trehan, Mr. Pankaj Sahni and their relatives are interested in passing of this Ordinary Resolution.

Item No. 2

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 Shareholders of the Company at their meeting held on 13th July, 2016 had approved the 'Global Health Private Limited - Employee Stock Option Scheme 2016' ('ESOP 2016'). The ESOP 2016 was amended and approved by Shareholders at their meeting held on 17th September, 2021 to align with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB & SE 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.

Further, as per proviso to Regulations 12(1) of SEBI SBEB & SE Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

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 2016 is required to be ratified by the Members of the Company in terms of the Regulations 12(1) of the SEBI SBEB & SE Regulations, for making any allotment of equity shares pursuant to the exercised options by the eligible employees of the Company.

Particulars as required under Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and disclosures required under Regulation 6(2) of SEBI SBEB & SE Regulations (as amended from time to time) are given below:

S. No.	Requirements	Disclosure/Scheme Details
1.	Brief description of the scheme	<p>The primary objectives of the Scheme are to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Plan 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 Employee Stock Option 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. Options within the exercise period and receive equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.</p> <p>The Nomination and Remuneration Committee ('the Committee') shall administer the ESOP 2016. All questions of interpretation of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2016.</p>

2.	The total number of options and granted	The maximum number of options that could be granted under this scheme was 10,25,000 (Ten Lakh Twenty Five Thousand) Options and no fresh options shall be granted under this scheme.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme	The term eligible employees shall have the meaning as mentioned in the scheme read with the provisions of SEBI (SBEB & SE) Regulations.
4.	Requirements of vesting and period of vesting;	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.
5.	Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options shall be vested;	The maximum Vesting Period is of 5 (Five) years from the date of Grant.
6.	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. Provided that, a Company may re-price the Options which are not exercised, whether or not they have been Vested, if the Plan were to be rendered unattractive due to fall in the price of the Shares in the market. However, the Company will ensure that such re-pricing is not detrimental to the interest of the Employees and the approval of the shareholders of the Company by way of a special resolution has been obtained for such re-pricing.
7.	Exercise period and process of exercise	a) The Vested Options would be eligible to be exercised before the end of maximum 3 (Three) years from the date of Vesting. The Shares arising out of Exercise of Vested Options would not be subject to any lock-in-period after such Exercise, except as required by Applicable Laws including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 in the event of the Listing of the Company's Shares. b) Notwithstanding any provisions to the contrary in this Plan, the Options must be exercised before the end of the tenure of the Plan.
8.	The appraisal process for determining the eligibility of employees for the scheme	Appraisal process for determining the eligibility of the Employees will be based on period of service, designation, criticality of position, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee ("Committee") at its sole discretion, from time to time.
9.	Maximum number of options, to be offered and issued per employee and in aggregate, if any	The maximum number of Options that may be granted to an Employee shall vary depending upon the Eligibility Criteria such as tenure, designation and the appraisal ratings; however, shall not exceed 1,00,000 (One Lacs) of the total number of Options reserved under the Plan per such Employee.
10.	Maximum quantum of benefits to be provided per employee under a scheme	Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2016.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The ESOP 2016 is implemented and administered directly by the Company.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The ESOP 2016 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not Applicable
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable
15.	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 requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations.
16.	The method which the company shall use to value its options or SARs;	The method for valuing options shall be Black-scholes or any other method as permitted under law / accounting standard.
17.	Conditions under which option vested in employees may lapse	Time period under clause 10.2 of the Scheme.
18.	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	Time Period shall be as per Clause 13 of ESOP 2016.
19.	Declaration	"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";
20.	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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
21.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the ESOP 2016 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

A copy of amended ESOP 2016 Scheme is available for inspection by the members at the Registered Office of the Company during business hours from the date of dispatch of the Notice till the last date for voting and is also available on the website of the Company at www.medanta.org

The Board recommends the resolution set out at Item No. 2 of the accompanying notice for approval of the Members by way of Special Resolution.

None of the directors or key managerial personnel of the Company or their respective relatives are interested in this resolution except Dr. Naresh Trahan and Mr. Pankaj Sahni, to the extent of ESOPs held by Mr. Pankaj Sahni.

Item No. 3 & 4

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 the Shareholders at their meetings held on 10th September 2021 and 17th September, 2021 had approved the 'Global Health Limited - Employee Stock Option Plan 2021' ('ESOP 2021'). The ESOP 2021 was also approved by shareholders at their meeting held on 17th September, 2021 in conformity with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB & SE 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.

Further, as per proviso to Regulations 12(1) of SEBI SBEB & SE Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

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 is required to be ratified by the Members of the Company in terms of the Regulations 12(1) of the SEBI SBEB & SE Regulations, for making any fresh grants under ESOP 2021.

Particulars as required under Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and disclosures required under Regulation 6(2) of SEBI SBEB & SE Regulations (as amended from time to time) are given below:

S. No.	Requirements	Disclosure/Scheme Details
1.	Brief description of the scheme	The primary objectives of the Scheme are to reward the Employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Plan 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 Employee Stock Option 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. Options within the exercise period and receive equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Nomination and Remuneration Committee ('the Committee') shall administer the ESOP 2021. All questions of interpretation of the ESOP 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2021.
2.	The total number of options, to be offered and granted	The maximum number of options that may be granted under this scheme is 3,50,000 (Three Lakhs Fifty Thousand) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 17,50,000 (Seventeen Lakhs Fifty Thousands) Equity Shares with each such Option conferring a right upon the Employees to apply for five Shares in the Company in accordance with the terms and conditions as may be decided under the Plan.
3.	identification of classes of employees entitled to participate and be beneficiaries in the scheme	Following class/ classes of employees entitled to participate in ESOP 2021 (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, and/or of a Holding Company of the Company, if any, Following class / classes of employees are not eligible: (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 any body corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company. For the avoidance of doubt, prior to listing, the term Employee shall have the same meaning as assigned under the Companies Act, and upon listing, it will have the meaning under the SEBI SBEB Regulations.
4.	Requirements of vesting and period of vesting;	Options granted under the Scheme shall Vest not 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 maximum Vesting Period of 5 (five) years from the date of Grant.
5.	Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options shall be vested;	Options granted under Plan shall Vest not 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 maximum Vesting Period of 5 (five) years from the date of Grant
6.	Exercise price or pricing formula;	The Exercise Price shall be such as shall be decided by the Committee 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 Option Grantee in the Grant Letter at the time of Grant.
7.	Exercise period and process of exercise	Exercise Period shall be as per Clause 8.2 and Clause 9.2. of ESOP 2021. The vested Option shall be exercisable by the employees by a written application to Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.
8.	The appraisal process for determining the eligibility of employees for the scheme	Appraisal process for determining the eligibility of the Employees will be based on period of service, designation, criticality of position, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee ("Committee") at its sole discretion, from time to time.
9.	Maximum number of options, to be offered and issued per employee and in aggregate, if any	The maximum number of Options that may be granted to an Employee shall vary depending upon the eligibility criteria such as tenure, designation and the appraisal ratings; however, shall not exceed 1,00,000 (One Lakh) Options reserved under the Plan per such Employee. If the number of Options that may be offered to an eligible Employee, during any one year, shall be equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of Grant of Options or the Options are granted to employees of Subsidiary, Holding Company or Associate company then the Company shall take prior approval from shareholders of the Company by way of a special resolution.
10.	Maximum quantum of benefits to be provided per employee under a scheme	Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2021.
11.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The ESOP 2021 is implemented and administered directly by the Company.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The ESOP 2021 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.

13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not Applicable
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable
15.	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 the accounting policies prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, the Company shall comply with the disclosure and the accounting policies as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time, including the disclosure requirements prescribed therein.
16.	The method which the company shall use to value its options or SARs;	The method for valuing options shall be Black-scholes or any other method as permitted under law / accounting standard.
17.	Conditions under which option vested in employees may lapse	The Options not Exercised within the prescribed Exercise Period shall lapse and the Option Grantee shall have no right over such lapsed or cancelled Options. The special circumstances under which the options vested may laps have been dealt with under clause 8.2 and 9.2 of the Scheme.
18.	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	Time Period shall be as per Clause 8.2 and Clause 9.2. of ESOP 2021.
19.	Declaration	"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";
20.	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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
21.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the ESOP 2021 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

A copy of ESOP 2021 Scheme is available for inspection by the members at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company at www.medanta.org

The Board recommends the resolution set out at Item No. 3 & 4 of the accompanying notice for approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company or stock options that may be granted to them under the ESOP 2021.

Item No. 5

The Board of Directors and the Shareholders of the Company at their meetings held on 10th September, 2021 and 17th September, 2021 respectively, had adopted new set of Articles of Association (AOA) of the Company. Current AOA comprises of two parts, Part I and Part II which, unless otherwise requires, co-exist until the listing of the Company:

- Part I: AOA drafted to govern listed company's norms.
- Part II: the AOA to govern unlisted company as modified on account of Waiver, Amendment and Termination Agreement.

For the period till listing, both the AOA i.e Part I & Part II co-exists and applicable to the Company and post listing only Part I including Article 111(b) of Part I shall be operative and Part II will fall away. The Company has received Listing and trading approval from both the Stock Exchanges (BSE & NSE) on November 16, 2022. The Board of Directors of the Company at their meeting held on 22nd December, 2022 has approved the Amendments in Articles of Association of the Company, subject to the approval of the shareholders of the Company. Accordingly, it is proposed to amend the AOA of the Company to adopt Part I including Article 111(b) of Part I and terminate Part II of the existing Articles.

Article 111(b) of Part I of the AOA depicts as under:

(b) Director nomination rights:

(1) So long as the NT Group cumulatively holds:

- not less than 16% of the Equity Share capital of the Company, the NT Group shall have the right to nominate 3 (three) nominee Directors on the Board or a majority of the non-independent directors on the Board, whichever is higher, of which up to 2 (two) Directors may be executive or whole-time Directors and not liable to retire by rotation;
- not less than 8% but less than 16% of the Equity Share capital of the Company, the NT Group shall have the right to nominate 2 (two) nominee Directors on the Board who may be executive or whole-time Directors and not liable to retire by rotation; and
- not less than 4% but less than 8% of the Equity Share capital of the Company, the NT Group shall have the right to nominate 1 (one) nominee Director on the Board who may be an executive or whole-time Director and not liable to retire by rotation.

(2) Until such time that Duneam and/or its Affiliates cumulatively hold at least 7% of the equity share capital on a fully diluted basis, it shall be entitled to nominate 1 (one) nominee Director on the Board who shall be a non-executive Director. The nominee Director shall be liable to retire by rotation but shall be entitled to be re-nominated if

so nominated afresh by Duneam.

Duneam (together with its Affiliates) shall be entitled to transfer its rights under this Article 111(b)(2) to any of its Affiliates. For the purpose of this Article 111(b)(2), the term "Affiliate" shall mean in relation to Duneam, any entity in which Duneam has a controlling interest or which is under the direct/indirect control of Duneam or which directly/indirectly controls Duneam or which is directly/indirectly under common control with Duneam.

(3) So long as RJ Corp holds not less than 4% of the equity share capital of the Company, RJ Corp shall have the right to nominate 1 (one) Director on the Board, who shall be liable to retire by rotation.

(4) So long as SS holds at least 7% of the equity share capital of the Company, SS shall have the right to nominate 1 (one) Director on the Board, who shall be liable to retire by rotation but shall be entitled to be re-nominated.

(5) Subject to Article 111(b)(1), as long as the NT Group holds not less than 4% of the Equity Share capital of the Company, the Chairman of the Company and of the Board, and the Managing Director shall be Dr. Naresh Trehan or a nominee of the NT Group.

(6) Any Shareholder entitled to nominate a person as Director will be entitled to remove any such Director by notice to that Director and to the Company and/or fill any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director nominated by such Shareholder so as to maintain a Board consisting of the number of nominees specified in this Article 111(b).

(7) The rights of the NT Group, Duneam, RJ Corp and SS under this Article 111(b) may be exercised post-listing of the Equity Shares on the stock exchanges pursuant to an initial public offering subject to such rights being approved by the Shareholders through a Special Resolution at the first General Meeting convened post-listing of the Equity Shares, in accordance with applicable Law.

A copy of the duly altered articles of association of the Company is available for inspection by the members of the Company at the registered office of the Company during business hours on any working day and is also available on the website of the Company at www.medanta.org

Pursuant to the provisions of Section 14 of the Companies Act, any amendment of the articles of association of a company requires the approval of the shareholders of the Company.

The Board therefore recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of Special Resolution

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company.

By order of the Board of Directors
For Global Health Limited

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

Date: 22nd December, 2022
Place: Gurgaon