



Global Health Limited
Terms of Reference of Nomination
and Remuneration Committee of
Board of Directors

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Terms of reference: Nomination and Remuneration Committee

A. Objects of the Document:

In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company (Global Health Limited), is required to constitute a committee of the Board of Directors to discharge such functions and responsibilities as prescribed. Primarily the Nomination and Remuneration Committee assists the Board of Directors in fulfilling its governance and supervisory responsibilities relating to human resource and compensation management. The Committee reviews and where required, approves the human resource policies, remuneration proposals, succession planning, evaluation of performances and development plans of Key Managerial Personnel, Senior Management and other employees of the Company. It also provides support in handling the nomination and remuneration proposals for the Board members including Independent Directors. The Document outlines the role and responsibilities of the Nomination and Remuneration Committee (NRC) and provides a working framework outlining other aspects relating to the Committee.

B. Constitution of the Committee:

1. The NRC shall be a Committee of Directors and have minimum three directors as members.
2. All the Directors of the NRC shall be non-executive and at least two-thirds of them shall be Independent Directors.
3. The Chairperson of the Committee shall be an Independent Director and may be present at the Annual General Meeting(s) of the Company.
4. The Chairman of the Company whether executive or non-executive, can be a member of the NRC, but he cannot chair the meetings of NRC.
5. The Company Secretary shall act as the secretary of the Committee.
6. Recommendation if any from the NRC shall be made to the Board under the signatures of Chairperson of the Committee / Secretary of the Committee.

C. Meetings of the Committee

- (1) The NRC should meet as and when required however it should must meet at least once a year.
- (2) The quorum shall be either two members or one third of the members of the committee whichever is greater, but with at least one Independent Director.
- (3) Participation of the Members by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.
- (4) The Committee may invite such of the Company's Officials, as it considers appropriate and particularly the Head of HR function or Chief People Officer and Chief Executive Officer of the Company. The NRC may also meet without the presence of any executives of the company.

D. Powers of the Committee:

The NRC shall have powers:

1. To seek information or documents from any employee.
2. To obtain outside legal or other professional advice.



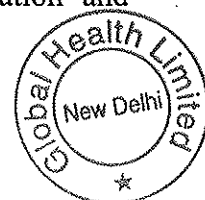
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3. To secure attendance of outsiders with relevant expertise, if it considers necessary.
4. To have full access to information contained in the records of the company relating to its mandate.
5. To act as the compensation committee for the purpose of administering ESOP Scheme which has been or may be adopted by the Company in accordance with in accordance with Regulation 5 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended.

E. Role and Responsibilities of Nomination and Remuneration Committee

The terms of reference of the NRC shall include the following:

- a. identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board and the Chief Executive Officer;
- b. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- c. while formulating the above policy, ensuring that:
 - (i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors and other employees of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- d. For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- e. formulating criteria for evaluation of independent directors and the Board;
- f. devising a policy on diversity of the Board;
- g. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;
- h. carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Committee or by an independent external agency and reviewing its implementation and compliance;



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- i. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- j. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
- k. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- l. recommending to the Board, all remuneration, in whatever form, payable to senior management;
- m. performing such functions as are required to be performed by the erstwhile compensation committee or by NRC under the various ESOP or other Long Term Benefit Scheme(s) of the Company whether or not based on share;
- n. administering the employee stock option schemes/plans approved by the Board and shareholders of the Company in accordance with the terms of such schemes/plans;
- o. construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme
- p. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- q. analyzing, monitoring and reviewing various human resource and compensation matters;
- r. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws; and
- s. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- t. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, or other applicable law.

(Note : As per Section 2(51) of Companies Act, 2013, Key Managerial Personnel means Chief Executive Officer or Managing Director or the Manager, Company Secretary, Whole-time Director, Chief Financial Officer and such other officer as may be prescribed by law from time to time. Senior Management comprise of all members of management one level below the executive directors, including all functional heads)

