



**POLICY FOR DETERMINATION OF MATERIALITY OF
EVENTS OR INFORMATION**

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Title

This policy shall be known as the “Policy for Determination of Materiality of Events / Information of Global Health Limited” (the “Policy”) and has been made pursuant to Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

Applicability

This Policy shall be applicable to Global Health Limited.

Definitions

In this Policy:

“**Act**” means the Companies Act, 2013, rules framed there under and any amendments thereto;

“**Applicable Law**” include any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification issued by any governmental, regulatory or statutory authority or other governmental instruction and/or mandatory standards, as may be applicable to the Company, and as amended from time to time;

“**Board**” means the board of directors of the Company or its committees;

“**Company**” shall mean Global Health Limited;

“**Compliance Officer**” shall mean the Company Secretary of the Company, and in his absence, any other senior officer designated so and reporting to the Board of Directors as mentioned in the Listing Regulations;

“**CFO**” shall mean the Chief Financial Officer of the Company or such other person, by whatever name called, who supervises the finance function of the Company;

“**PIT Code**” shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by the Board of Directors of the Company;

“**Stock Exchanges**” shall mean the stock exchanges on which the securities of the Company are listed.

Words and terms used in this Policy and not defined herein, but defined in the Listing Regulations, the PIT Code, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meanings respectively assigned to them in such code or legislation.

Authority to make disclosures

The Chairman & Managing Director and /or Group CEO for the time being in consultation with Group CFO, CS and General Counsel of the Company shall, determine whether any disclosure needs be made to the Stock Exchanges under the Listing Regulations in relation to any event, based on their assessment of impact of such event against the materiality thresholds detailed below and shall cause upon the Compliance Officer to ensure that the disclosures are suitably uploaded on the Company's website.

Disclosure of information relating to events deemed to be material

In relation to all events that are listed under Para A of Part A of Schedule III to the Regulations, the Company shall disclose to the Stock Exchanges, the information required by the Regulations in the manner required by the Regulations.

Determination of materiality for other events

The Chairman & Managing Director and /or Group CEO for the time being in consultation with Group CFO, CS and General Counsel of the Company shall determine the materiality of events listed under Para B of Part A of Schedule III of the Listing Regulations, which shall be considered material and shall be disclosed to Stock Exchange(s) within 24 hours from the occurrence of the event or information or considered material by the Board of Directors.

The Chairman & Managing Director and /or Group CEO for the time being in consultation with Group CFO, CS and General Counsel of the Company may consider the below guidelines for determining materiality of event/information. All other events/ information shall be considered as material if it meets any of the following criteria:

A. Qualitative Criteria:

- (i) the event or information is in any manner unpublished price sensitive information;
- (ii) the omission of an event or information:-
 - which is likely to result in discontinuity or alteration of event or information already available publicly;
 - which is likely to result in significant market reaction if the said omission came to light a later date; and
- (iii) any other event / information which is treated as being material in the opinion of Board of Directors of the Company

B. Quantitative Criteria:

The following quantitative criteria shall be considered for disclosure of an event/ information even and it shall be calculated based on audited financial

statements of the last audited financial year, and would mean event/information where:-

- (i) The consideration involved in the transaction as a percentage of the consolidated turnover, net worth or profit.
- (ii) The transaction is not in ordinary course of business.
- (iii) The transaction represents a significant shift from the Company's strategy.

**Dissemination of information to public through media / news channel / otherwise by the Company's official(s) shall be disseminated after giving due intimation to Stock Exchanges.*

Any other information/ event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities, shall be considered as material where the value or impact exceeds 1% of the latest annual audited consolidated revenue of the Company.

Note:

Without prejudice to the generality of above, the Company may make disclosures of event/information as specified by the Board from time to time.

Discretion to make disclosures where materiality test is not satisfied

Where the Chairman & Managing Director and /or Group CEO for the time being in consultation with Group CFO, CS and General Counsel of the Company are satisfied that although a particular event does not meet the test of materiality as above, disclosure of information in relation thereto will ensure that investors are better informed with regard to the Company or non-disclosure of such information will distort the market for the Company's securities, such information may be disclosed to the Stock Exchanges under the Listing Regulations.

Any information/ events with respect to subsidiary of the Company which are material for the Company, shall also be disclosed to the Stock Exchanges.

Further, the Company shall, with respect to disclosures referred to in this Policy, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

The Compliance Officer shall have authority to disclose any event that he considers important in furtherance of his responsibilities under the Act or Listing Regulations or Applicable Law, without application of any materiality threshold limits.

Guidance on Timing of an Event or Information

In some cases there may be ambiguity as to when an event/ information can be said to have occurred. In certain cases, it would depend upon the stage of discussion, negotiation or approval. The events/ information can be said to have occurred upon receipt of approval of Board of Directors and/or Shareholders or actual signing of agreement after receiving the above said approvals.

In cases where there is no such discussion, negotiation, or approval required viz. in case of natural calamities, disruptions, etc., the answer to this question would depend upon the timing when the Company became aware of the event/ information.

The events/ information can be said to have occurred when the Company aware of the events/ information, or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of performance of his duties.

Publication of the Policy

This Policy, upon its adoption by the Board of Directors of the Company, along with contact details of the persons authorised to make disclosures hereunder, shall be uploaded on the Company's website and any updates hereto shall be promptly reflected on the Company's website. The Company shall disclose on its website all such events or information which have been disclosed to the relevant stock exchanges under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and, thereafter, as per the archival policy of the Company.

Review / Amendment

The Board of Directors can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.