



**Global Health Limited**  
**Terms of Reference of Stakeholders**  
**Relationship Committee of Board of**  
**Directors**

A handwritten signature in black ink, appearing to be "R. K. Sharma", is located in the lower right quadrant of the page.

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**Terms of reference: Stakeholders Relationship Committee**

**A. Objects of the Document:**

In terms of Section 178(5) of the Companies Act, 2013 and Regulation 20 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 Stakeholders' Relationship Committee ("SRC") has to oversee redressal of shareholder and investor grievances and, inter alia, approves transmission of shares, sub-division / consolidation / renewal / issue of duplicate share certificates etc. The Document outlines the role and responsibilities of the Stakeholders Relationship Committee and provides a working framework outlining other aspects relating to the Committee.

**B. Constitution of the Committee:**

1. The Stakeholders Relationship Committee shall be a Committee of Directors and have minimum three directors as members with at least one independent director shall be members of the Committee.
2. In case company having outstanding SR equity shares, at least two thirds of the Stakeholders Relationship Committee shall comprise of independent directors.  
*SR equity shares means, the equity shares of Company having superior voting rights compared to all other equity shares issued by Company.*
3. The Chairperson of the Stakeholders Relationship Committee shall be a Non-Executive Director, and he / she shall be present at the Annual General Meetings of the Company to answer queries of the security holders.
4. The Chairperson either himself/ herself or authorize any member of the committee to attend the general meetings of the Company.
5. The Company Secretary shall act as Secretary to the Committee.

**C. Meetings of the Committee**

1. The SRC 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 Investors Relations (if any), Chief Executive Officer and Chief Financial Officer of the Company. The SRC may also meet without the presence of any executives of the company.



**D. Powers of Committee:**

The SRC shall have powers:

1. To investigate any activity within its terms of reference or as may be referred to it by the Board of Directors.
2. To obtain outside legal or other professional advice.
3. To secure attendance of outsiders with relevant expertise, if it considers necessary.
4. To check, verify and confirm register of members and security holders.
5. To have full access to information contained in the records of the company relating to its mandate.

**E. Role and Responsibilities of Committee**

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

- a. redressal of grievances of the shareholders, debenture holders and other security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- b. reviewing measures taken for effective exercise of voting rights by the shareholders;
- c. investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;
- d. reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- e. formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- f. approving, registering, refusing to register transfer or transmission of shares and other securities;
- g. giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;
- h. issuing duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company; and
- i. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law; and
- j. allotting Equity Shares pursuant to exercise of ESOPs”

