



Global Health Limited
Terms of Reference of Corporate
Social Responsibility Committee of
Board of Directors

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Terms of reference: Corporate Social Responsibility Committee

A. Objects of the Document:

In terms of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, 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 Corporate Social Responsibility Committee ("CSR Committee") has to formulate and recommend to the Board, CSR Policy and activities to be undertaken by the Company, recommend the amount of expenditure to be incurred on CSR activities, review and monitor the CSR Policy of the Company. The Document outlines the role and responsibilities of the Corporate Social Responsibility Committee and provides a working framework outlining other aspects relating to the Committee.

B. Constitution of the Committee:

The Corporate Social Responsibility Committee shall be a Committee of Directors and have minimum three directors as members with at least one independent director shall be member of the Committee.

C. Meetings of the Committee

1. The CSR Committee 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.
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 CSR Function (if any), Chief Executive Officer and Chief Financial Officer of the Company.
5. The Company Secretary shall act as Secretary to the Committee.

D. Powers of Committee:

The CSR Committee 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 seek attendance of representatives of implementation agencies (if any) appointed by the Company in furtherance of fulfillment of CSR Obligations.



E. Role and Responsibilities of Committee

The terms of reference of the CSR Committee shall include the following:

- a. ~~formulating and recommending to the Board, the policy on corporate social responsibility ("CSR", and such policy, the "CSR Policy"), indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act;~~
- b. identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- c. recommending the amount of expenditure to be incurred on the CSR activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- d. formulating the annual action plan of the Company.
- e. delegating responsibilities to the CSR team and supervising proper execution of all delegated responsibilities;
- f. appointment of monitoring agency to review impact assessment if required and review their report;
- g. monitoring the CSR Policy and CSR programmes and their implementation by the Company from time to time and issuing necessary directions as required for proper implementation and timely completion of CSR programmes; and
- h. performing such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Corporate Social Responsibility Committee."



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