



17th November, 2022

Ref:- GH/2022-23/EXCH/002

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Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Dear Sir,

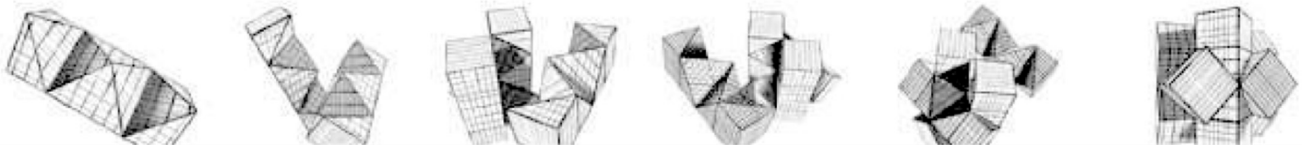
Pursuant to Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") as amended, from time to time, please find enclosed herewith Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI").

Kindly take the same on record.

For Global Health Limited

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

Encl:





GLOBAL HEALTH LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION ("UPSI")***

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading)

Regulations, 2015 as amended from time to time]

*** forms part of Insider Trading Code**

1. Preamble

In terms of the Regulation 9 (1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**“SEBI PIT Regulation”**), the board of directors (**“Board”** or **“Board of Directors”**) of every listed company shall ensure that the chief executive officer or managing director formulate a code of conduct with the Board’s approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the SEBI PIT Regulations, adopting the minimum standards set out in Schedule B of the SEBI PIT Regulations.

Pursuant to Regulation 9 (1) of the SEBI PIT Regulations, the Company hereby adopts this code (**“Code”** or **“Insider Trading Code”**) to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the SEBI PIT Regulations.

This Code aims to preserve the confidentiality and prevent the misuse of any unpublished price sensitive information and to put in place a policy for prohibition of insider trading on the basis of unpublished price sensitive information. All designated persons and immediate relatives thereof shall be bound by the SEBI PIT Regulations and this Code.

The Board of Directors of Global Health Limited (the **“Company”**) have adopted the Insider Trading Code to comply with the SEBI PIT Regulations of the Company on September 10, 2021.

2. Code

The Code shall be called **‘Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information’** and forms part of **Insider Trading Code**.

3. Definitions (As provided under Insider Trading Code)

“Compliance Officer” means Company Secretary or any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board.

"Connected Person" shall have the meaning assigned to such term under the SEBI PIT Regulations.

“Designated Persons”

The term Designated Person shall consist of, Connected Persons who are:

- a) Promoters of the Company
- b) Directors and KMPs of the Company and its subsidiaries
- c) Senior Management Personnel of the Company i.e. employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries including the functional and department heads

- d) All employees of the Finance, Accounts, Audit, Taxation, Legal & Secretarial, Corporate Communication functions of Corporate Finance, irrespective of their grade
- e) Employees of such other functions of the Company and subsidiaries who are in possession or likely to be in possession of Unpublished Price Sensitive Information
- f) Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information
- g) Such other persons who may be designated as such from time to time, by the Board of Directors in consultation with the Compliance Officer, for the purpose of this Code, on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

“Fiduciaries” collectively to be referred as professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

“Financially Literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

“Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, including information published on the website of stock exchange(s) on which the securities of the Company are listed.

“Immediate Relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

“Insider” means any person who is:

- i) a Connected Person; or
- ii) in possession of or having access to unpublished price sensitive information.

“Key Managerial Personnel” or **“KMP”** shall have the same meaning assigned to it under the Companies Act, 2013, as amended from time to time.

“Listing Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and every modifications or amendment thereof.

“Material Subsidiary” shall have the same meaning assigned to it under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“**SEBI**” shall mean Securities and Exchange Board of India.

“**SEBI PIT Regulations**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and every modifications and amendment thereof.

“**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

“**Takeover Regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

“**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities, and "trade" shall be construed accordingly.

“**Trading Day**” means a day on which the recognized stock exchanges are open for trading.

“**Trading Window**” means a trading period for trading in the Securities of the Company as specified by the Company from time to time.

“**Unpublished Price Sensitive Information**” means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel.

Words and expressions used and not defined in herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislation.

To adhere the principles as mentioned in Schedule A to the SEBI PIT Regulations, ensure timely and adequate disclosure of unpublished price sensitive information, following norms shall be followed by the Company:

- The Company shall promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery. Such disclosure are made no sooner than credible and concrete information comes into being in order to make such information generally available.
- In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- The Company shall disseminate the Unpublished Price Sensitive Information, as and when disclosed, in a universal and uniform manner, through forums like widely circulated media and/or through stock exchanges where its Securities are listed. Selective disclosure of Unpublished Price Sensitive Information is to be avoided. As an exception to the general rule, the Unpublished Price Sensitive Information can be shared by an Insider for “legitimate purposes”, as determined in accordance with the provisions of **Annexure A** hereto.
- The Compliance Officer or any other person as may be appointed by the Board as Chief Investor Relations Officer shall deal with the dissemination of information and disclosures of Unpublished Price Sensitive Information.
- The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- Information disclosure/dissemination may normally be governed in advance by official designated for the purpose. If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if information is not considered as unpublished price sensitive.
- The Company shall promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
- The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- The Company shall publish proceedings of meetings with analysts and of other investor relations conferences hosted or organised by the Company on its official websites at <https://www.medanta.org/> to ensure official confirmation and documentation of disclosures made therein.

- The Company should be careful when dealing with analysts questions that raise issue outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- All Unpublished Price Sensitive Information shall be handled on a need-to-know basis only, i.e. in furtherance of performance of duties or discharge of legal obligations or for other legitimate purposes.

Annexure A

Legitimate Purposes: For the purposes of this policy, “legitimate purposes” may include:

a. Sharing of Unpublished Price Sensitive Information, by an Insider, in the ordinary course of business, with any person, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

b. Without prejudice to the provisions of sub-para (a) above, “legitimate purposes” for which Unpublished Price Sensitive Information can be shared by an Insider, shall include the following:

- Sharing the relevant Unpublished Price Sensitive Information with any person, for advice, consultation, valuation, fund raising or other intermediation and approvals, in relation to the subject matter of a proposed deal/assignment/tie-up/venture/investment/fund raising, resulting into Unpublished Price Sensitive Information itself or otherwise;
- Sharing the relevant Unpublished Price Sensitive Information with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, rating agencies, accountants, auditors, insolvency professionals, business support agents, IT tools/system providers/facilitators, transaction processing service providers, in order to avail professional services from them in relation to the subject matter of Unpublished Price Sensitive Information;
- Sharing of relevant information with regulators (including any judicial or quasi-judicial body or any governmental authority as a part of litigation or regulatory proceedings);
- Sharing the relevant Unpublished Price Sensitive Information for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation, improvement, technology and similar domains;
- Sharing the relevant Unpublished Price Sensitive Information with business partners and other counter parties, which is essential and necessary to fulfil the terms and conditions of the relevant business arrangement with such partner, counter party, which may include a client, vendor, collaborator or a lender or financier;
- Sharing the relevant Unpublished Price Sensitive Information for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products or services, business opportunities and new lines of business;
- Sharing the relevant Unpublished Price Sensitive Information for statutory consolidation requirements or disclosure obligations;
- Sharing the relevant Unpublished Price Sensitive Information for performance monitoring and oversight duties of relevant decision makers;

- Sharing the relevant Unpublished Price Sensitive Information with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Sharing the relevant Unpublished Price Sensitive Information, in case necessary for performance of duties or discharge of legal obligations.

4. Amendments

The decision of the Board of Directors with regard to any or all matters relating to the Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend and replace the Code in part or full, as may be thought fit from time to time in their absolute discretion.