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GPT HEALTHCARE LIMITED

MATERIALITY POLICY FOR DISCLOSURE IN OFFER DOCUMENTS

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September 27, 2023	1	Audit Committee & Board of Directors	Company Secretary

GPT HEALTHCARE LIMITED

MATERIALITY POLICY FOR DISCLOSURE IN OFFER DOCUMENTS

INTRODUCTION: -

This policy (“**Materiality Policy**”) has been formulated to define the respective materiality policies in respect of GPT Healthcare Limited (the “**Company**”), pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) (“**SEBI ICDR Regulations**”), in respect of the following:

- A. identification of companies to be disclosed as group companies of the Company (“**Group Companies**”) in the Offer Documents;
- B. identification of material outstanding litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters); and
- C. identification of material creditors.

APPLICABILITY: -

The board of directors of the Company (“**Board**”) at their meeting held on September 27, 2023 discussed and approved this Policy. This Policy shall be effective from the date of approval of Policy by the Board.

“**Offer Documents**” means the draft red herring prospectus, the red herring prospectus and the prospectus (together with any addenda or corrigenda thereto) to be filed by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India, the Registrar of Companies, West Bengal at Kolkata and/or the stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

A. Identification of Group Companies

Requirement

As per the requirements of the SEBI ICDR Regulations, group companies of a company include such companies (other than the promoters of such company) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Documents, as covered under the applicable accounting standards and also other companies as considered material by the board of the company.

Policy on Materiality

For the purpose of disclosure in the Offer Documents, the Company has considered (i) the companies (other than promoters) with which there were related party transactions, during the period for which restated financial information is disclosed in the Offer Document(s) and, (ii) any other companies as may be considered as material by the Board.

B. Identification of material outstanding litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters)

Requirement

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following outstanding litigation involving the Company, its promoters and directors (collectively “Relevant Parties”):

- (i) all criminal proceedings;
- (ii) all actions by regulatory authorities and statutory authorities;
- (iii) Disciplinary action including penalty imposed by Securities and Exchange Board of India (“SEBI”) or stock exchanges against the promoters in the last five years including outstanding actions;
- (iv) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount; and
- (v) Other pending litigation - As per the materiality policy defined by the Board and disclosed in the Offer Documents

Policy on Materiality

Other than outstanding litigations mentioned in points (i) to (iv) above, any other outstanding litigation involving the Relevant Parties would be considered ‘material’ for the purpose of disclosure in the Offer Documents, if:

- a) If the monetary amount of claim/dispute/amount/liability, to the extent quantifiable, by or against the Relevant Party (other than GPT Sons Private Limited) in any such outstanding litigation is equal to or in excess of 1.00% of the profit after tax of the Company for the last completed fiscal, as per the restated financial information included in the Offer Documents;
- b) any outstanding civil litigation involving GPT Sons Private Limited (**Corporate Promoter**) wherein the monetary amount of claim/dispute/amount/liability, by or against the Corporate Promoter in any such outstanding litigation is equal to or in excess of 1.00% of the profit after tax of the Corporate Promoter for the last completed fiscal basis the audited standalone financial statements of the Corporate Promoter;
- c) any outstanding litigation, where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation is not quantifiable or may not exceed the relevant monetary threshold specified in (a) above; or

- d) any other outstanding litigation, an adverse outcome of which would materially and adversely affect the Company's business, operations, prospects, financial position, cash flows, prospects, performance, or reputation, irrespective of the amount involved in such litigation.
- e) Pre-litigation notices received by any of the Relevant Parties or Group Companies from third parties (excluding those notices issued by statutory / regulatory / governmental / tax authorities / notices threatening criminal action to the Relevant Parties) shall, unless considered otherwise by the Board of Directors of the Company, not be considered as litigation and accordingly not be disclosed in the Offer Documents until such time that Relevant Parties, as applicable, are implemented as parties in litigation proceedings before any judicial forum.
- f) All medico legal cases involving the Company, below the materiality threshold, will be disclosed on a consolidated basis in the Offer Documents.
- g) Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving any of the Group Companies, which may have a material impact on the Company.

C. Identification of material creditors

Requirement

As per the requirements of the SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors as follows:

- (i) based on the materiality policy defined by the Board, details of the creditors which include the consolidated number of creditors and the aggregate amount involved, will be disclosed in the Offer Documents;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved will be disclosed in the Offer Documents.

Further, Complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

Policy on Materiality

For identification of material creditors, a creditor of the Company would be considered 'material' if the amount of such outstanding dues to any creditor is equal to or in excess of 5% of the total trade payables of our Company as at the end of the most recent period covered in the financial information included in the Offer Documents.

GENERAL

It is clarified that the Policy is solely for the purpose of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents, and should not be applied

towards any other purpose, including for disclosure of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Policy shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other regulatory or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

This policy shall be subject to review/changes as may be deemed necessary and as required for compliance with regulatory amendments from time to time.