

Corporate Governance Report

1. Name of Listed Entity - **Healthcare Global Enterprises Limited**
 2. Quarter ending - **31-March-2024**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive / Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of re-Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed ? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Basavalinga Sadashivaiah Ajaikumar	00713779	ACZPA6190L	Chairman & ED	-	07-Mar-2000	01-Jul-2019	-	NA	22-Aug-1951	No	-	-	-	Active	NA	-	1	0	1	0	SC,RC, NRC	
Mr.	Amit Soni	05111144	AONPS8774E	NED, Nominee Director	-	28-Jul-2020	-	-	NA	28-Jan-1980	No	-	-	-	Active	NA	-	1	0	2	1	AC,SC	
Mr.	Siddharth Tapaswin Patel	07803802	BJZPP4223R	NED, Nominee Director	-	28-Jul-2020	-	-	NA	30-Jun-1977	No	-	-	-	Active	NA	-	1	0	0	0	NRC	
Mrs.	Anjali Ajaikumar Rossi	08057112	AWLPA9135F	ED	-	01-Apr-2021	01-Apr-2023	-	NA	07-May-1986	No	-	-	-	Active	NA	-	1	0	0	0	-	
Mrs.	Geeta Mathur	02139552	AAKPM7380D	ID	-	17-Jun-2021	17-Jun-2021	-	33.14	21-Nov-1966	No	-	-	-	Active	NA	-	7	7	10	5	AC,RC, NRC	
Mr.	Rajagopalan Raghavan	03627923	ADLPR7915D	ID	-	12-Aug-2021	12-Aug-2021	-	31.19	28-Jun-1964	No	-	-	-	Active	NA	-	1	1	2	0	AC,SC, NRC	
Mr.	Jeyandran Venugopal	07085479	ADTPV5065A	ID	-	11-Nov-2021	11-Nov-2021	-	28.20	25-Apr-1977	No	-	-	-	Active	NA	-	1	1	0	0	NRC	
Mr.	Pradip Manilal Kanakia	00770347	AABPK4270F	ID	-	10-Feb-2022	10-Feb-2022	-	25.21	04-Jun-1960	No	-	-	-	Active	NA	-	4	4	4	2	AC,NRC	
Mr.	Meghraj Arvindrao Gore	07505123	AHTPG0261B	ED	CEO	10-Feb-2022	-	-	NA	01-Jan-1975	No	-	-	-	Active	NA	-	1	0	0	0	RMC	
Mr.	Rajiv Maliwal	00869035	ACWPM3501G	ID	-	25-May-2023	25-May-2023	-	10.05	26-Nov-1960	No	-	-	-	Active	NA	-	1	1	0	0	NRC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Geeta Mathur	ID	Chairperson	11-Nov-2021	
2	Rajagopalan Raghavan	ID	Member	21-Dec-2021	
3	Pradip Manilal Kanakia	ID	Member	26-May-2022	
4	Amit Soni	NED,ND	Member	28-Jul-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Basavalinga Sadashivaiah Ajaikumar	Chairman, ED	Member	29-May-2015	
2	Amit Soni	NED,ND	Chairperson	28-Jul-2020	
3	Rajagopalan Raghavan	ID	Member	28-Jun-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Geeta Mathur	ID	Member	17-Jun-2021	08-Feb-2024
2	Meghraj Arvindrao Gore	ED	Member	17-Jun-2021	
3	Basavalinga Sadashivaiah Ajaikumar	Chairman, ED	Chairperson	17-Jun-2021	
4	Pradip Manilal Kanakia	ID	Member	08-Feb-2024	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Siddharth Tapaswin Patel	NED,ND	Member	28-Jul-2020	
2	Geeta Mathur	ID	Member	29-Dec-2021	
3	Rajagopalan Raghavan	ID	Chairperson	11-Nov-2021	
4	Jeyandran Venugopal	ID	Member	29-Dec-2021	
5	Basavalinga Sadashivaiah Ajaikumar	Chairman, ED	Member	01-Apr-2021	
6	Rajiv Maliwal	ID	Member	10-Aug-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

e. Corporate Social Responsibility Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Siddharth Tapaswin Patel	NED, ND	Member	28-Jul-2020	

2	Jeyandran Venugopal	ID	Member	21-Dec-2021	
3	Basavalinga Sadashivaiah Ajaikumar	Chairman, ED	Chairperson	29-May-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes

f. Strategy Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member
1	Basavalinga Sadashivaiah Ajaikumar	Chairman, ED	Chairperson
2	Anjali Ajaikumar Rossi	ED	Member
3	Amit Soni	NED, ND	Member
4	Siddharth Tapaswin Patel	NED, ND	Member

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
09-Nov-2023	Yes	10	10	5
08-Feb-2024	Yes	10	10	5
21-MAR-2024	Yes	10	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	09-Nov-2023	Yes	4	4	3	0
Audit Committee	07-Feb-2024	Yes	4	4	3	0
Nomination & Remuneration Committee	09-Nov-2023	Yes	6	6	4	0
Nomination & Remuneration Committee	08-Feb-2024	Yes	6	6	4	0
Stakeholders Relationship Committee	21-Mar-2024	Yes	3	3	1	0
Risk Management Committee	01-Dec-2023	Yes	3	3	1	0
Strategy Committee	03-Nov-2023	Yes	4	4	0	0
Strategy Committee	05-Feb-2024	Yes	4	4	0	0
Corporate Social Responsibility Committee	20-Mar-2024	Yes	3	3	0	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : Sunu Manuel
Designation : Company Secretary & Compliance Officer

Details of cyber security incidence

1.Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2.Date of the Event	NA
3.Brief details of the event	NA

Signatory Details

Name of signatory : Sunu Manuel
Designation of person : Company Secretary and Compliance Officer
Place : Bengaluru
Date : 16-04-2024

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.hcgoncology.com/
Terms and conditions of appointment of independent directors	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Composition of various committees of board of directors	Yes		https://www.hcgoncology.com/corporate-governance/#Committees-of-the-Board
Code of conduct of board of directors and senior management personnel	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Criteria of making payments to non-executive directors	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Policy on dealing with related party transactions	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Policy for determining 'material' subsidiaries	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Details of familiarization programs imparted to independent directors	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Email address for grievance redressal and other relevant details	Yes		https://www.hcgoncology.com/investor-relations/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.hcgoncology.com/investor-relations/
Financial results	Yes		https://www.hcgoncology.com/annual-reports/
Shareholding pattern	Yes		https://www.hcgoncology.com/shareholding-pattern/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.hcgoncology.com/investor-meetings/
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.hcgoncology.com/others/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://www.hcgoncology.com/
Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.hcgoncology.com/others/
Secretarial Compliance Report	Yes		https://www.hcgoncology.com/others/
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.hcgoncology.com/
Disclosures under regulation 30(8)	Yes		https://www.hcgoncology.com/
Statements of deviation(s) or variations(s) as specified in regulation 32	Not Applicable		
Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.hcgoncology.com/annual-reports/
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		
Materiality Policy as per Regulation 30 (4)	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
Dividend Distribution policy as per Regulation 43A	Yes		https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines
It is certified that these contents on the website of the listed entity are correct.	Yes		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	

Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorships	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Role of Nomination and Remuneration Committee	19 (4)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Role of Stakeholder Relationship Committee	20(4)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Quorum of Risk Management Committee meeting	21(3B)	Yes	
Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) &	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Not Applicable	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Not Applicable	
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

Other Information

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information

Name : Sunu Manuel
Designation : Company Secretary

ANNEXURE IV

Symbol: HCG	Company Name : HealthCare Global Enterprises Limited	Quarter Ended: March 31, 2024
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
No record found							

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	No record found		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	No record found		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

<p>Name: Ruby Ritolia Designation: Chief Financial Officer Place: Bengaluru Date: 16-Apr-2024</p>	
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