



HEALTHCARE GLOBAL ENTERPRISES LIMITED
POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURES
(Amended as on February 13, 2025)



1. Background

HealthCare Global Enterprises Limited (“the Company”) is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company’s securities are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”) that came into effect from December 1, 2015.

Listing Regulations mandate listed entities to formulate a policy for determining materiality of events or information that warrant disclosure to investors. The current Policy provides for:

- (a) The procedure for determining the materiality of the events/information.
- (b) The procedure governing the disclosure of events that are deemed to be material.
- (c) The time frame within which such events/information is to be disclosed.

It is in this context that the Policy on Determination of Materiality of Events/Information for Disclosures (“Policy”) is being framed and implemented.

2. Definitions

In this Policy, unless the context otherwise requires:

- (a) “**Board of Directors**” shall mean the Board of Directors of HealthCare Global Enterprises Limited.
- (b) “**Company or listed company**” means HealthCare Global Enterprises Limited.
- (c) “**Compliance Officer**” means the Company Secretary of the Company.
- (d) “**Disclosure**” means Disclosure using means and methods as per this Disclosure Policy.
- (e) “**Key Managerial Personnel**” shall have the meaning as defined under the Companies Act, 2013
- (f) “**Mainstream media**” means print or electronic media of the following:
 - Newspapers registered with the Registrar of Newspapers for India.
 - News channels permitted by Ministry of Information and Broadcasting under Government of India.
 - Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
 - Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.



- (g) “**Net Worth**” means net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013.
- (h) “**Promoter**” and “**Promoter Group**” shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (i) “**Policy or Disclosure Policy**” means this Policy on Determination of Materiality of Events / Information.
- (j) “**Related Party**” means a related party as defined under sub-section (76) of Section 2 of the Companies Act, 2013 or under the applicable accounting standards or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- (k) “**Related Party Transaction**” means a transaction as defined or provided under Section 188 of Companies Act, 2013 or rules made thereunder and applicable accounting standard and Regulation 2(1)(zc) of Listing Regulations, as amended from time to time.
- (l) “**Stock Exchange**” means a recognized stock exchange as defined under clause (f) of section 2 of the Securities Contracts (Regulation) Act, 1956
- (m) “**Subsidiary**” means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

All other words and expressions used but not defined in this Policy, but defined in the Listing Regulations, SEBI Act, 1992, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. Objective of the Policy

The objectives of this Policy are as follows:

- (a) To ensure that the Company complies with the disclosure obligations to which it is subject to a publicly traded company as laid down by the Listing Regulations, various Securities Laws and any other legislation.
- (b) To ensure that the information disclosed by the Company is timely and transparent.
- (c) To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- (d) To protect the confidentiality of Material / Price sensitive information within the context of the Company’s disclosure obligations.



- (e) To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- (f) To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

4. Type of Information

Any information or event, whether positive or negative, should be regarded as “material” if it meets the qualitative and/ or quantitative criteria for materiality set out in this Policy, or is deemed to be material under the Applicable Laws. Materiality will be determined on a case to-case basis depending on specific facts and circumstances relating to the information/event, and Applicable Laws.

Events listed in Para A – Part A of Schedule III of Listing Regulations, shall be deemed to be material and shall be disclosed without application of materiality criteria.

Events/information listed in Para B – Part A of Schedule III of the Listing Regulations, shall be considered material by applying the materiality criteria.

5. Guidelines for Assessing Materiality

Materiality will be determined on a case-to-case basis depending on the facts and the circumstances pertaining to the event or information. Events/information listed in Para B of Part A of Schedule III of the Listing Regulations, shall be considered material based on the qualitative and quantitative criteria as detailed below:

- (i) The omission of an event or information which is likely to result in a discontinuity or alteration of an event or information already available publicly;
- (ii) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- (iii) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (a) two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - (b) two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - (c) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.



- (iv) In case where the criteria specified above are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event/information is considered material.

In certain instances, all three quantitative thresholds—2% of turnover, 2% of net worth, and 5% of average profit after tax (PAT)—may not be applicable when evaluating the materiality of an event under the Listing Regulations. By applying the principle of *Reddendo Singula Singulis* (assigning each to each), these thresholds should be considered independently, depending on the nature and impact of the event.

This approach allows each threshold to be applied individually based on which financial parameter the event affects. For example, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average consolidated PAT respectively. In the case of litigations, disclosure shall be made only where the outcome of such litigation can reasonably be expected to have an impact on the business, operations, or financial position of the Company.

Accordingly, for each event or information item specified under Para B of Part A of Schedule III of the Listing Regulations, the applicable threshold should be determined contextually. For further clarity and industry alignment, reference should be made to the Industry Standard Framework (ISF) or other relevant circulars, FAQs, or guidance notes issued by SEBI or stock exchanges from time to time.

Events / information specified in Para A of Part A of Schedule III of the Listing Regulations shall be disclosed without application of materiality guidelines. The Board may also delegate the power of determining the materiality of events or information which requires disclosures to Stock Exchanges to any Committee or to the Compliance Officer in accordance with sub regulation (5) of Regulation 30 of Listing Regulations.

6. Guidance on Timing of an Event or Information

- 6.1 The timing of occurrence of an event and/or availability of information has to be decided on a case-to-case basis and in accordance with Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 6.2 In case of natural calamities, disruptions etc. the events/ information can be said to have occurred when the Company becomes aware of the information.
- 6.3 In matters which would depend on the stage of discussion, negotiation or approval, the events/information can be said to have occurred upon receipt of approval by the Board of Directors or after receipt of approval of the Board of Directors and shareholders, as the case may be.

Sub-clause 6.1, 6.2 and 6.3 as mentioned above, shall be subject to guidance provided by the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, as amended from time to time.



7. Timelines for disclosure

The Company shall disclose all events/information within the timelines specified under applicable laws.

8. Events/Information with respect to subsidiaries

The Company shall disclose all events/information with respect to subsidiaries which are material for the listed entity.

9. Verification of Market Rumors

- (a) The Company shall as soon as possible respond to the stock exchanges in accordance with Regulation 30(11) of Listing Regulations as amended from time-to-time, circulars/ notifications issued by SEBI/ stock exchanges in this regard and in accordance with applicable laws, Industry Standard Note on verification of market rumors under Regulation 30(11) issued by Industry Standard Forum ('ISF')
- (b) The promoter, director, key managerial personnel or senior management of a listed entity shall provide adequate, accurate and timely response to queries raised or explanation sought by the listed entity in order to ensure compliance with the requirements under Regulation 30(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listed entity shall disseminate the response received from such individual(s) promptly to the stock exchanges.

10. Obligations of Internal Stakeholders and KMPs for Disclosure

- (a) Any event or information, in accordance with the Policy or Listing Regulations shall forthwith be informed to the Key Managerial Personnels ("KMP's") upon occurrence, with adequate supporting data/information, to facilitate a prompt and appropriate disclosure to the stock exchanges.
- (b) The KMP's will then ascertain the materiality of such event(s) or information based on the above guidelines.
- (c) On completion of the assessment, the Compliance Officer shall, if required, make appropriate disclosure(s) to the stock exchanges.
- (d) The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons, shall be relevant employees for the purpose of this Policy, to identify potential events or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons. The manner and timing of communication, and the details to be communicated shall be as specified by the Company from time to time.

11. Policy Review and Amendment

The Compliance Officer may review the internal guidelines of this Policy from time to time. However, Material changes to the Policy will need the approval of the Board of Directors.



Any subsequent amendment / modification in the Listing Regulations or any other governing Act / Rules / regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy.

12. Scope Limitation

The Policy shall be read with Listing Regulations / Companies Act, 2013 or any other statutory enactments and rules, as considered applicable to the Company. In the event of any conflict or inconsistencies between the provisions of this Policy and of the Listing Regulations / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations/ Companies Act, 2013 or statutory enactments, rules, as amended from time to time, shall override and prevail over this Policy.

13. Effective Date

The Policy, as approved by the Board of Directors, shall be effective March 30, 2016.

14. Website

The event / information disclosed to the stock exchanges under this Policy shall also be placed on the website of the Company for a minimum period of five years or for such another period as defined in the Listing Regulations.

After completion of the minimum period of five years or such other period as prescribed by the Listing Regulations and/or Securities Laws the events or information shall be archived by the Company for a further period of two years. Thereafter, such events or information may cease to be displayed on the website of the Company.

15. Contact Details

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary and Compliance Officer, who is in charge of administering, enforcing and updating this policy.

Ms. Sunu Manuel

Company Secretary and Compliance Officer

HCG Towers, No.8. P.Kalinga Rao Road Sampangi Ramanagar, Bangalore 560027

Email: sunumanuel@hcgel.com