

**Corporate Governance Report**

1. Name of Listed Entity - **Healthcare Global Enterprises Limited**  
 2. Quarter ending - **31-Mar-2023**

**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 Appointment	Date of cessation	Tenure (months, days)	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 Ajaikumar Sadashivaiah	00713779	ACZPA6190L	C,ED		07-Mar-2000	01-Jul-2019			22-Aug-1951	No					NA		1	0	1	0	SC,RM C,NRC	
Mr.	Amit Soni	05111144	AONPS8774E	NED,ND		28-Jul-2020				28-Jan-1980	No					NA		1	0	2	1	AC,SC	
Mr.	Siddharth Tapaswin Patel	07803802	BJZPP4223R	NED,ND		28-Jul-2020				30-Jun-1977	No					NA		1	0	0	0	NRC	
Mr.	Abhay Prabhakar Havaladar	00118280	AAAP H9617E	ID		20-Aug-2020	20-Aug-2020		31.11	05-Dec-1961	No					NA		2	2	2	0	SC,NRC	Mr. Abhay Prabhakar Havaladar has ceased to be an Independent Director of the Company with effect from April 02, 2023
Mrs.	Anjali Ajaikumar Rossi	08057112	AWLP A9135F	ED		01-Apr-2021				07-May-1986	No					NA		1	0	0	0	NA	
Mrs.	Geeta Mathur	02139552	AAKP M7380D	ID		17-Jun-2021	17-Jun-2021		21.14	21-Nov-1966	No					NA		7	7	9	5	AC,RM C,NRC	
Mr.	Rajagopalan Raghavan	03627923	ADLPR7915D	ID		12-Aug-2021	12-Aug-2021		19.19	28-Jun-1964	No					NA		1	1	1	0	AC,NRC	
Mr.	Jeyandran Venugopal	07085479	ADTPV5065A	ID		11-Nov-2021	11-Nov-2021		16.20	25-Apr-1977	No					NA		1	1	0	0	NRC	
Mr.	Pradip Manilal Kanakia	00770347	AABPK4270F	ID		10-Feb-2022	10-Feb-2022		13.21	04-Jun-1960	No					NA		3	3	3	1	AC	

Mr.	Meghraj Arvindrao Gore	0750 5123	AHTPG 0261B	ED	CEO	10-Feb-2022				01-Jan-1975	No					NA		1	0	0	0	RMC	
-----	------------------------	-----------	-------------	----	-----	-------------	--	--	--	-------------	----	--	--	--	--	----	--	---	---	---	---	-----	--

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

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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**

Sr.No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Abhay Prabhakar Havaladar	ID	Member	01-Apr-2021	
2	Basavalinga Ajaikumar Sadashivaiah	C,ED	Member	29-May-2015	
3	Amit Soni	NED,ND	Chairperson	28-Jul-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr.No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Geeta Mathur	ID	Member	17-Jun-2021	
2	Meghraj Arvindrao Gore	ED	Member	17-Jun-2021	
3	Basavalinga Ajaikumar Sadashivaiah	C,ED	Chairperson	17-Jun-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr.No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Siddharth Tapaswin Patel	NED,ND	Member	28-Jul-2020	
2	Abhay Prabhakar Havaladar	ID	Member	21-Dec-2021	
3	Geeta Mathur	ID	Member	29-Dec-2021	
4	Rajagopalan Raghavan	ID	Chairperson	11-Nov-2021	
5	Jeyandran Venugopal	ID	Member	29-Dec-2021	
6	Basavalinga Ajaikumar Sadashivaiah	C,ED	Member	01-Apr-2021	

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
10-Nov-2022	Yes	10	9	5
09-Feb-2023	Yes	10	8	4
27-Mar-2023	Yes	10	9	4

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-2022	Yes	4	4	3	0
Audit Committee	08-Feb-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	10-Nov-2022	Yes	6	6	4	0
Nomination & Remuneration Committee	09-Feb-2023	Yes	6	5	3	0
Nomination & Remuneration Committee	27-Mar-2023	Yes	6	5	3	0
Stakeholders Relationship Committee	29-Mar-2023	Yes	3	3	1	0
Risk Management Committee	16-Jan-2023	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

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	
--	--

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:

--

**Name :** Sunu Manuel  
**Designation :** Company Secretary & Compliance Officer

**ANNEXURE II**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="http://www.hcgoncology.com/">www.hcgoncology.com/</a>
Terms and conditions of appointment of independent directors	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Composition of various committees of board of directors	Yes		<a href="http://www.hcgoncology.com/committees-of-the-board/">www.hcgoncology.com/committees-of-the-board/</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Criteria of making payments to non-executive directors	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Policy on dealing with related party transactions	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Details of familiarization programs imparted to independent directors	Yes		<a href="https://www.hcgoncology.com/policies-and-guidelines/">https://www.hcgoncology.com/policies-and-guidelines/</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.hcgoncology.com/corporate/investor-relations/">www.hcgoncology.com/corporate/investor-relations/</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		<a href="http://www.hcgoncology.com/corporate/investor-relations/">www.hcgoncology.com/corporate/investor-relations/</a>
Financial results	Yes		<a href="http://www.hcgoncology.com/quarterly-results/">www.hcgoncology.com/quarterly-results/</a>
Shareholding pattern	Yes		<a href="http://www.hcgoncology.com/corporate/investor-relations/shareholding-pattern/">www.hcgoncology.com/corporate/investor-relations/shareholding-pattern/</a>
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		<a href="http://www.hcgoncology.com/corporate/investor-relations/investor-meetings/">www.hcgoncology.com/corporate/investor-relations/investor-meetings/</a>
New name and the old name of the listed entity	Not Applicable		<a href="http://www.hcgoncology.com/stock-exchange-intimations/">www.hcgoncology.com/stock-exchange-intimations/</a>
Advertisements as per regulation 47 (1)	Yes		<a href="http://www.hcgoncology.com/corporate/investor-relations/others/">www.hcgoncology.com/corporate/investor-relations/others/</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		<a href="http://www.hcgoncology.com/corporate/investor-relations/others/">www.hcgoncology.com/corporate/investor-relations/others/</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant	Yes		<a href="http://www.hcgoncology.com/annual-reports/">www.hcgoncology.com/annual-reports/</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Materiality Policy as per Regulation 30	Yes		<a href="http://www.hcgoncology.com/policies-and-guidelines/">www.hcgoncology.com/policies-and-guidelines/</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		
It is certified that these contents on the website of the listed entity are correct.	Yes		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
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 directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	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	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	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	
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	
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	

<b>Other Information</b>	
--------------------------	--

**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**

<b>Other Information</b>	
--------------------------	--

**Name** : **Sunu Manuel**  
**Designation** : **Company Secretary**

## ANNEXURE IV

Symbol: HCG	Company Name : HealthCare Global Enterprises Limited	Quarter Ended: March 31, 2023
-------------	--	-------------------------------

**(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			
Promoter or any other entity controlled by them	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	Promoter or any other entity controlled by them	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

**(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			
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			
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**

--

**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**

<b>Name:</b> Srinivasa Raghavan <b>Designation:</b> Chief Financial Officer <b>Place:</b> Bengaluru <b>Date:</b> 19-Apr-2023