

***METROPOLIS HEALTHCARE LIMITED  
POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS & INFORMATION***

<i>Reviewing Authority</i>	<i>Audit Committee of the Company</i>
<i>Approving Authority:</i>	<i>Board of Directors of the Company</i>
<i>Original Issue Date:</i>	<i>February 11, 2019</i>
<i>Last Revision Date:</i>	<i>February 04, 2025</i>
<i>Version No.:</i>	<i>5.0</i>

## 1. PREFACE:

- 1.1 The Policy is framed in accordance with the requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended from time to time.
- 1.2 Listing Regulations require a listed Company to make disclosures of such events and information, which in the opinion of the Board of the Company is Material.
- 1.3 The disclosure of such events has been classified into the following Categories
  - a. Events that need to be disclosed without application of the “Materiality Criteria”. These are considered Deemed Material Events.
  - b. Events that need to be disclosed with the application of the “Materiality Criteria”.
  - c. Other events as specified by the Securities Exchange Board of India.
- 1.4 The Listing Regulations also mandate the Company to frame a policy for the determination of materiality, based on criteria specified in these regulations, duly approved by the Board of the Company and which shall be disclosed on the Company’s website.
- 1.5 The Board of Directors (the “Board”) of Metropolis Healthcare Limited (the “Company”) approved the policy for the determination of materiality of events & information (the “Policy”) at its Meeting held on February 11, 2019.
- 1.6 The Board of Metropolis Healthcare Limited approved the revision in the Policy on:

Sr. No.	Date of the Board Meeting
1.	May 16, 2023
2.	August 02, 2023
3.	November 08, 2024
4.	February 04, 2025

## 2. OBJECTIVE:

The objective of the Policy is as follows

- 2.1 To ensure that the Company complies with the disclosure obligations to which it is subject to viz. Listing Regulations, various Securities Laws and any other legislation as applicable.
- 2.2 To ensure that the Information disclosed by the Company is adequate, accurate, timely and transparent.
- 2.3 To provide framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- 2.4 To ensure that all investors have access to important information that may affect their investment decisions.

- 2.5 To ensure uniformity in the Company's approach towards disclosures, raising awareness and reducing the risk of selective disclosures.
- 2.6 To ensure that corporate documents and public statements do not contain any misrepresentation.

### 3. EFFECTIVE DATE:

- 3.1 This Policy is effective with immediate effect.

### 4. DEFINITIONS:

- 4.1 "Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- 4.2 "Board of Directors" or "Board" shall mean the Board of Directors of Metropolis Healthcare Limited, as constituted from time to time.
- 4.3 "Company" shall mean Metropolis Healthcare Limited.
- 4.4 "Material Events" or "Material Information" shall mean such events or information as set as may be determined in terms of Clause 8 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.
- 4.5 "Policy" shall mean this Policy for Determination of Materiality of events & information and as amended from time to time.
- 4.6 "Listing Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- 4.7 "Schedule" shall mean Schedule III of Listing Regulations.
- 4.8 "Mainstream media" shall include print or electronic mode of the following:
  - i. Newspapers registered with the Registrar of Newspapers for India;
  - ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
  - iii. 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
  - iv. 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;
- 4.9 "Relevant Employees" shall include Senior Management, Functional Heads, Designated Officers and such other employees who have access to the significant information/events

related to the Company, and such other personnel as may be determined by the disclosure committee from time to time.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

## 5. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS:

- 5.1 The “Disclosure Committee” comprises of the
- Chairperson;
  - Executive Director;
  - Chief Executive Officer;
  - Chief Financial Officer (‘CFO’)/Interim CFO and
  - Company Secretary/Compliance Officer (‘CS’) /Interim CS.

- 5.2 The Disclosure Committee can be contacted at the following address:

Address: Disclosure Committee  
Metropolis Healthcare Limited  
4<sup>th</sup> Floor, East Wing, Plot-254 B,  
Nirlon House, Dr. Annie Besant  
Road, Worli, Mumbai - 400030,  
Maharashtra, India.

Email: [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com)

## 6. ROLE AND RESPONSIBILITY OF DISCLOSURE COMMITTEE:

- 6.1 To ensure compliance with the Disclosure requirements under Regulation 30 of Listing Regulations and such other circulars as may be specified by SEBI in this regard.
- 6.2 To take a view on the materiality of the event or on the price sensitivity of an event that qualifies for disclosure under Regulation 30 of the Listing Regulations.
- 6.3 To review and finalize the details to be disclosed. The content of the disclosure shall be in line with Listing Regulations.
- 6.4 To consider such other events that may require disclosure to be made to the Stock Exchanges which are not explicitly covered under the policy and determine the materiality, appropriate time and content of the disclosure for such matters.

- 6.5 To determine the materiality of events/information mentioned in Regulation 2(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015 which are likely to materially affect the price of the securities (constituting UPSI).
- 6.6 To authorise Company Secretary/Compliance Officer to present before the Board a complete list of material events submitted to the Stock Exchanges regularly as part of “Submissions made to Stock Exchanges – Compliance” for their review and noting.
- 6.7 To make necessary amendments to the Policy as may be required from time to time.
- 6.8 To determine the Employee who may have access to the significant information/events related to the Company.
- 6.9 To ensure periodical internal audit of effective implementation of the Policy.
- 6.10 To meet as and when required to appraise on any materiality event and their disclosure, any changes to be further incorporated in the policy and circulate a periodical report on decision made to be placed in Audit Committee meeting.

#### 7. DISCLOSURE PROCESS:

- 7.1 The Relevant Employees on receipt of or upon becoming aware of the following mentioned event/information must immediately report to the Disclosure Committee.
  - a. Events/Information specified in Para B of Part A of Schedule III of Listing Regulations.
  - b. Events/Information specified in Para C and Para D of Part A of Schedule III of Listing Regulations.
  - c. Any event/information wherein they are unsure of the Materiality.
- 7.2 The “Disclosure Committee” shall be responsible and authorized for evaluating/ ascertaining the materiality of the events/information, considering the provisions of the Listing Regulations and this Policy.
- 7.3 If the Disclosure Committee is not certain about the materiality of any event/information, the Committee may refer the matter for external legal advice for appropriate guidance thereafter.
- 7.4 After evaluation, in case the event/information is considered Material, the Committee will direct the Executive Director or Company Secretary/Compliance Officer or Chief Financial Officer to make adequate disclosure to the Stock Exchanges.
- 7.5 The Company shall adhere to the statutory timeframes for disclosure of information to the Stock Exchanges. Delay, if any, shall be explained along with the Disclosure.

#### 8. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

8.1 Events/Information shall be considered Material in nature as per Regulation 30(4) of Listing Regulations if it meets the following criteria:

- a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) 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; or
- c) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - i. 2% of turnover, as per the last audited consolidated financial statements of the Company;
  - ii. 2% 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;
  - iii. 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
- d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event/information may be treated as being material if in the opinion of the Board of the Company, the event/information is considered material.

#### 9. DISCLOSURES OF EVENTS OR INFORMATION:

9.1 Events/Information specified in Para A of Part A of Schedule III of Listing Regulations and events/information which are ascertained Material by the Disclosure Committee shall be reported as soon as reasonably possible and, in any case, not later than the following:

- (i) 30 (thirty) minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;

Provided that in case the meeting of the Board of Directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.

Provided further that in case the meeting of the board of directors is being held for more than one day, the financial results shall be disclosed within thirty minutes or three hours, as applicable, from closure of such meeting for the day on which it has been considered.

- (ii) 12 (twelve) hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;

- (iii) 24 (twenty-four) hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company:

in the following manner by Executive Director or Chief Financial Officer or Company Secretary:

1. Inform the Stock exchanges on which the securities of the Company are listed;
2. Upload the disclosure on the Website of the Company

*(Normal trading hours shall mean time period for which the recognized stock exchanges are open for trading for all investors)*

Provided further that in case the disclosure is made after the timelines specified above, the Company shall provide an explanation for the delay along with such disclosure(s).

Provided that if all the relevant information, in respect of claims which are made against the Company under any litigation or dispute, other than tax litigation or dispute, in terms of paragraph B of Part A of Schedule III, is maintained in the structured digital database in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within 72 (seventy-two) hours of receipt of the notice by the Company:

- 9.2 The Company shall disclose all events or information with respect to subsidiaries that are material for the Company.
- 9.3 The Company may on its own initiative, confirm or deny any reported event or information to stock exchange(s), any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information which are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four hours from the reporting of the event or information.
- 9.4 In case an event or information is required to be disclosed by the Company in terms of the provisions of this policy, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- 9.5 All the shareholders, Promoters, Promoter group entities, related parties, Directors, Key Managerial Personnel and employees of the Company or of its holding, subsidiary and associate company, who are parties to the agreements specified in Para A of Part A of Schedule III of Listing Regulations, and to which such a Company is not a party shall inform the Company regarding the same within two working days of entering into such agreements or signing an agreement to enter into such agreements. On receipt of such communication, the Company shall disclose to the stock exchange(s)

#### 10. COMMUNICATION AND DISSEMINATION OF THE POLICY:

- 10.1 This Policy after duly approved by the Board of Directors shall be notified and communicated to the functional head of respective departments of the Company.
- 10.2 The new employees shall be informed about the Policy by the Human Resource Department.
- 10.3 This Policy will be hosted on the website of the Company.

#### 11. PRESERVATION AND ARCHIVAL OF DOCUMENTS:

- 11.1 All Material Disclosures will be hosted on the website of the Company for a minimum period of five years and thereafter archived in accordance with the Company's Policy for Preservation and Archival of Documents.

#### 12. AMENDMENTS:

- 12.1 Subject to the applicable laws, the Board, based on the recommendation of the Audit Committee may amend any provision(s) or substitute any of the provision(s) with new provision(s) or replace the Policy entirely with a new Policy.
- 12.2 The Policy is subject to review from time to time.
- 12.3 No amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

#### 13. SCOPE AND LIMITATION

- 13.1 In the event of any conflict between the provisions of this Policy and the Listing Regulations / the Companies Act, 2013 or any other statutory enactments, rules, the provisions of the Listing Regulations / the Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

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