

**POLICY ON  
MATERIAL CREDITORS AND  
MATERIAL LITIGATIONS**

**OF**

**GALAXY MEDICARE LIMITED**



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## **1. INTRODUCTION :**

This Materiality Policy ("the Policy") has been formulated for the identification of Group Companies, Outstanding Litigation and Outstanding Dues to Creditors in respect of Galaxy Medicare 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 ("SEBI ICDR Regulations"), which requires the Policy of Materiality to be disclosed in the Draft Offer Document and Offer Document. This Policy shall be effective from the date of approval of the Policy by the Board of Directors of the Company ("Board"). In this Policy, the terms "Draft Offer Document" and "Offer Document" shall have the meaning assigned to it under SEBI ICDR Regulations.

## **2. APPLICABILITY AND OBJECTIVE:**

This Policy shall be called as the "Policy on Identification of Group Companies, Material Creditors and Material Litigations" ("Policy"). The Company has adopted this Policy for Identification and determination of:

- (i) Material Creditors;
- (ii) Material Litigations and
- (iii) Group Companies pursuant to the Provisions of SEBI ICDR Regulations, details of which shall be disclosed in the Offer Documents to be filed by the Company in connection with the Proposed Initial Public Offering of its Equity Shares with the SME Platform of the National Stock Exchange of India Limited i.e. NSE EMERGE, Securities and Exchange Board of India, Registrar of Companies, Odisha at Cuttack ("ROC").

## **3. INTERPRETATION :**

In this Policy, unless the context otherwise requires:

1. Words denoting the singular shall include the plural and vice versa.
2. References to the words "include" or "including" shall be construed without limitation.



#### **4. POLICY PERTAINING TO THE IDENTIFICATION OF GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS:**

The Policy with respect to the Identification of the Group Companies of our Company, Material Creditors and Material Litigation shall be as follows:

##### **A. LITIGATIONS**

Requirement:

The Company shall disclose all the Litigations involving the Company or its Directors or its Promoters or its Group Companies or its Subsidiaries, whichever is applicable, relating to:

- i. All Criminal Proceedings.
- ii. All Actions by Statutory/ Regulatory Authorities.
- iii. Claims related to Direct and Indirect Taxes, in a consolidated manner, giving the Number of Cases and Total Amount.
- iv. Disciplinary Action including Penalty imposed by SEBI or Stock Exchanges against the Promoters in the last Five Financial Years including Outstanding Action.
- v. All other Pending Material Litigations - As per the Policy of Materiality defined by the Company.

##### **Policy on Material Litigation:**

Other than litigations mentioned in Points (i) to (iv) above, any other pending litigation involving the Company or its directors or its promoters or its subsidiaries, whichever is applicable and required to be disclosed under law, would be considered "Material" for the purpose of disclosure in the Draft Offer Document and Offer Document if:

- the aggregate monetary claim/ dispute amount/ liability made by or against our Company in any such pending litigation (individually or in aggregate), equal to or exceeds 5% of the Consolidated Revenue of the Company or 5% of the Consolidated Profit after Tax, whichever is Lower of our Company for the Preceding Financial Year included in the Restated Audited Financial Statements of the Company.
- where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the amount determined as per clause (i) above and the amount involved in all such litigations taken together exceeds the amount determined as per clause (i) above.



- Any such Pending Litigation / Proceeding involving the Directors or Promoter of our Company, which may have a Material Adverse impact on the Business, Operations, Performance, Prospects, Financial Position or Reputation our Company and
- Any such litigation wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (i) or (ii) or (ii) above, as applicable, or wherein our Company is not a party, but the outcome of which could, nonetheless, have a material effect on the Business, Operations, Performance, Prospects, Financial Position or Reputation of our Company.

It is clarified that for the purposes of the above, Pre-litigation notices received by any of Relevant Parties, from Third Parties (other than Show Cause Notices issued by Statutory / Regulatory / Tax Authorities or Notices threatening criminal action or the First Information Reports) have not, and shall not, unless otherwise decided by our Board, be considered as Material Litigation until such time that such Relevant Party, as the case may be, is impleaded as a defendant/s in Proceedings before any Judicial / Arbitral Forum.

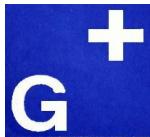
It is clarified that the above Policy on Materiality shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and / or such other Governmental Authority with respect to Listed Companies and that the above Policy on Materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Draft Offer Document and Offer Document and should not be applied towards any other purpose.

Furthermore, the above Policy on Materiality shall be without prejudice to the disclosure requirements prescribed under the Companies Act, 2013 and the rules there under with respect to disclosure of Litigation, Notices, Disputes and other Proceedings in the Draft Offer Document and Offer Document.

## **B. GROUP COMPANIES**

Requirement:

As per the requirements of the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last Three Financial Years and Stub Period (if any) and other Companies as considered material by our Board. Further, pursuant to the resolution passed by the Board at its



Meeting held on January 6th, 2025, for the purpose of disclosure in relation to the Group Companies, a Company shall be considered as a Material Group Company and disclosed as the same if such company fulfils the conditions as mentioned below:

**Policy on Material Group Companies:**

As per the Policy on Material Group Companies, a Company shall be considered material and disclosed as a Group Company if such company fulfills both the below mentioned conditions:

- (a) The Companies with which there were Related Party Transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements included in the Draft Red Herring Prospectus or
- (b) If such company fulfills both the below mentioned conditions:
  - (i) Such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and
  - (ii) The Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total restated revenue from the operations of the Company for the most recent Financial Year as per the Restated Financial Statements included in the Draft Red Herring Prospectus.

For the avoidance of doubt, it is clarified that the above Policy on Materiality shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other applicable authority with respect to listed companies and that the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Draft Offer Document and Offer Document and should not be applied towards any other purpose.

**C. OUTSTANDING DUES TO CREDITORS**

Requirement: As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Draft Offer Document and Offer Document for outstanding dues to Creditors:



- (i) Based on the Policy on Materiality of the Board of the Company, details of Creditors which include the Consolidated Number of Creditors and the aggregate amount involved.
- (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.
- (iii) Complete details about outstanding over dues to material creditors as per (i) and (ii) above along with the name and amount involved for each such Material Creditor shall disclosed, on the Website of the Company with a Web Link thereto.

#### **Policy on Materiality with respect to Outstanding Dues to Creditors:**

The Company shall disclose complete details of Outstanding Dues to Creditors (excluding Banks and Financial Institutions from whom the Company has availed of Financial Facilities) if the amount due to any one of them exceeds 5% of the Trade Payables of the Company as per the last Audited Financial Statements of the Company included in the Draft Offer Document and Offer Document. It is clarified that the above policy on Materiality of Creditors shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other applicable authority with respect to Listed Companies and the above Policy on Materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Draft Offer Document and Offer Document and the Website of the Company and should not be applied towards any other purpose.

#### **5. AMENDMENT:**

The Board (including its duly Constituted Committees wherever permissible) shall have the Power to amend any of the Provisions of this Policy, substitute any of the Provisions with a new Provision or replace this Policy entirely with a new Policy. This Policy shall automatically stand amended to reflect any changes to the SEBI Regulations, to the extent the same is the subject matter of this Policy.

#### **6. DISSEMINATION OF THE POLICY:**

The Policy shall be hosted on the Website of the Company i.e., [www.galaxy.in](http://www.galaxy.in)

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