



HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

Registered Office: HCG Towers, No. 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka, India.

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road,
Bangalore – 560027, Karnataka, India.

Website: www.hcgel.com | **E-mail:** investors@hcgoncology.com | **Telephone:** +91-80-4020 6000, Fax: +91-80-4600 7749.

Notice to shareholders

Notice is hereby given that the Nineteenth Annual General Meeting of the members of HealthCare Global Enterprises Limited ("the Company"), will be held on Thursday, the 10th day of August 2017, at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bangalore – 560054, at 4.00 P.M, to transact the following business:

Ordinary business:

1. To receive, consider and adopt the audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. B. S. Ajaikumar (DIN: 00713779), who retires by rotation and being eligible, offers himself for re appointment.
3. To appoint a Director in place of Mr. Gangadhara Ganapati (DIN: 00489200), who retires by rotation and being eligible, offers himself for re appointment.
4. To consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to appoint M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) as Statutory Auditors of the Company, in place of retiring auditors Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S), to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting of the Company, subject to ratification of their appointment by Members at every Annual General Meeting if so required by the Companies Act 2013, for audit of financial statements, at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors."

Special business

5. To consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the fixation of remuneration of INR 1,25,000 (Rupees One Lakh Twenty Five Thousand Only) (exclusive of taxes and re-imbursement of actual out-of-pocket expenses) to M/s. M. Thimmarayaswamy & Co., Cost Accountants, (Firm No. 102637) for conducting audit of cost records of the Company for the Financial Year 2017-18, as recommended by the Audit and Risk Management Committee and approved by the Board of Directors of the Company."

6. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules framed under Companies Act, 2013 (including any amendment, modification or re-enactment thereof from time to time) and the approval of Nomination and Remuneration Committee, Audit and Risk Management Committee and the Board of Directors accorded at their respective meetings held on May 23, 2017 and May 24, 2017, the consent of the members of the Company be and is hereby accorded to enhance the remuneration payable to Ms. Anjali Ajaikumar, relative of Dr. B. S. Ajaikumar, Whole-time Director designated as Chairman & CEO of the Company, holding office or place of profit in the Company as "Vice-President – Strategy & Quality" to INR 48,00,000 (Rupees Forty Eight Lakhs) per annum, inclusive of all basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences as applicable, as per the Company policy, effective from August 10, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the "Board" which term shall be deemed to include any committee duly constituted by the

Board or any committee which the Board may hereinafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment/amendment thereof for the time being in force) and the Articles of Association of the Company and in supersession of the resolution passed by the shareholders of the Company on September 30, 2014, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum/sums of money, from time to time from any one or more persons, banks/financial institutions whether by way of cash credit, Term Loan facilities, Working Capital Facilities, Fund based, Non-Fund Based Facilities, Guarantees, SBLCs and Treasury facilities etc., whether secured by way of mortgage, charge, hypothecation or lien or pledge of the Company's Assets and properties whether movable or immovable or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Company shall not at any time exceed INR 750 Crores (Rupees Seven Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and in compliance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended, (the "Companies Act") and pursuant to the provisions of the Articles of Association of the Company, Dr. Amit Varma (DIN: 02241746), whom the Board had appointed as an Additional Director on November 10, 2016 and holds

office until the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Dr. Amit Varma as a candidate for the office of a Director of the Company and who has signified his consent to act as a Director of the Company and has submitted a declaration that he is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the shareholders of the Company do note the consent letter received from Dr. Amit Varma providing his consent to act as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and in compliance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended, (the "Companies Act") and pursuant to the provisions of the Articles of Association of the Company, Dr. B. S. Ramesh (DIN: 00518434), whom the Board had appointed as an Additional Director on November 10, 2016 and holds office until the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. B. S. Ramesh as a candidate for the office of a Director of the Company and who has signified his consent to act as a Director of the Company and has submitted a declaration that he is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the shareholders of the Company do note the consent letter received from Dr. B. S. Ramesh providing his consent to act as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

By order of the Board

Date: May 24, 2017
Place: Bangalore

Sunu Manuel
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of paid up share capital of the company. The instrument appointing the proxy should be deposited at the Registered Office of the company not less than 48 hours before the time for holding the meeting.
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting at least 48 hours before the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/proxies are requested to kindly take note of the following:
 - (i) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (ii) In all correspondence with the Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.
 - (iii) No gift or gift coupons will be distributed at the meeting.
5. An Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business is annexed hereto and forms part of the notice.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 7th August 2017 to Thursday, 10th August 2017 (both days inclusive).
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office as well as the Corporate Office of the Company during normal business hours on all working days upto the date of the AGM. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act 2013, will be made available for inspection by members of the Company at the meeting.
8. Members are requested to promptly notify in writing any changes in their address. All such communication shall be addressed to the Company Secretary and shall be deposited at the registered office of the Company. Members holding shares in the dematerialised (electronic) form are also requested to intimate address notifications to their respective Depository Participants.
9. Members desiring any information relating to the annual accounts of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready.
10. The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 permit Companies to send soft copies of the annual report to all those shareholders who have registered their e-mail addresses with the Company/ Depository Participants. To support this green initiative, the shareholders holding shares both in physical/ demat form are requested to register/update their e-Mail addresses with the Company/depository participants. Accordingly, the annual report for the year 2016-17, notice for annual general meeting etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail ids with the RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
12. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Company. As on this date, there are large number of shareholders who are yet to opt for the nomination facility. Shareholders and in particular those holding shares in single name, are requested to avail of the above facility by furnishing to the Company, the particulars of their nomination. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.
13. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for appointment, re-appointment and/ or fixation of remuneration forms part of the notice.
14. Members are requested to visit the website of the Company viz www.hcgel.com for viewing the quarterly and annual financial results and for more information on the Company.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice, through e-voting services provided by Karvy Computershare Private Limited.

16. The Instructions for E-Voting are annexed to this Notice.
17. The facility for physical voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot Paper'.

18. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

By order of the Board

Date: May 24, 2017
Place: Bangalore

Sunu Manuel
Company Secretary

Annexure – Information to Shareholders

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for appointment, re-appointment and/ or fixation of remuneration.

Name of the Director	Gangadhara Ganapati	Dr. B. S. Ajaikumar
Age	51 years	65 years
Date of first appointment to the Board	December 21, 2005	March 07, 2000
Brief profile and nature of Expertise in specific functional areas	Gangadhara Ganapati is a Non-Executive Director of our Company. He has been a Director of our Company since December 21, 2005. He holds a bachelor's degree in Mechanical Engineering from the Indian Institute of Technology, Madras, and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He also holds a master's degree in Business Administration from the Wharton School, University of Pennsylvania. In the past, he has worked as the managing director of Adamas India Pharmaceuticals Private Limited, and as vice president, corporate development of Neuro Molecular Pharmaceuticals, Inc. He founded Triesta Sciences, Inc. and served as its chief executive officer from 2002 until 2006. He served in the Tata Administrative Service at Tata Industries Limited from 1990 to 1994.	Dr B. S. Ajaikumar is the Chairman and Chief Executive Officer of our Company. He has been a Director of our Company since March 7, 2000. He was re-appointed as the Chief Executive Officer with effect from July 1, 2015. He holds a bachelor's degree in Medicine and Surgery from St. John's Medical College, Bangalore, India. He completed his residency in Oncology from the University of Virginia Hospital, Charlottesville and his residency in Radiotherapy from the University of Texas System Cancer Centre, MD Anderson Hospital and Tumour Institute, Texas, United States of America. He has been awarded the Ernst and Young Entrepreneur of the Year Award for the start-up category in healthcare and the BC Roy Award by the Indian Science Monitor. He has also been awarded the CII Regional Emerging Entrepreneurs Award for the contribution made by our company in the field of healthcare.
Relationships with other Directors inter-se & KMPs	None	None
No. of meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Shareholding in the company	23,07,780 Equity Shares	1,76,42,739 Equity Shares
Other Listed companies in which the Director is a Director	Nil	Nil
Membership of the Committees of the Board of other listed companies.	Nil	Nil
Remuneration sought to be paid/last drawn	None	INR 2,79,83,713

Name of the Director	Dr. Amit Varma	Dr. B. S. Ramesh
Age	48 years	65 years
Date of first appointment to the Board	November 10, 2016	November 10, 2016
Brief profile and nature of Expertise in specific functional areas	<p>Dr. Amit Varma is a Non-Executive Director of our Company. He was appointed as an Additional Director of our Company from November 10, 2016. He holds a bachelor's degree in Medicine and Surgery and Master's Degree in Medicine from University of Delhi. He also holds a master's degree in Business Administration from University of Chicago, USA. He has obtained training in Super-speciality Medicine from the University of New York, USA and the University of Pittsburgh, USA. He was associated with Fortis Hospital as Director – Healthcare, Narayana Hridayalaya Private Limited and Manipal Heart Foundation. He is currently the Managing Partner of Quadria Capital, private equity firm.</p>	<p>Dr B. S. Ramesh is a Non-Executive Director of our Company. He was appointed as an Additional Director of our Company from November 10, 2016. He has completed his MBBS from Bangalore University. He holds a degree of Doctor of Medicine (Radio Therapy), a post graduate diploma in Radio Diagnosis from Bangalore University and a Post Graduate Diploma in Medical Law And Ethics from the National Law School of India University, Bengaluru. He is experienced in the field of radiation oncology. He has worked as a consultant in the department of radio therapy at Sri Devaraj Urs Academy of Higher Education and Research and a professor of Radio Therapy at the M S Ramaiah Medical College, Bengaluru. He was the chairman of the Indian College of Radiation Oncology between 2010 and 2012 and the President of the Association of Radiation Oncologists of India between 2012 and 2014. He has also been the Secretary of the Bangalore branch of the Indian Medical Association between 1980 and 1981. He has been awarded the IMA Community Service Award for Individuals by the Indian Medical Association in 2012.</p>
Relationships with other Directors inter-se & KMPs	None	None
No. of meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Shareholding in the company	Nil	2,62,356 Equity Shares
Other Listed companies in which the Director is a Director	Nil	Nil
Membership of the Committees of the Board of other listed companies	Nil	Nil
Remuneration sought to be paid/last drawn	None	None

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

The following statement sets out the material facts relating to certain Ordinary Business and all the Special Business mentioned in the Notice of the Annual General Meeting.

Item No. 4

Pursuant to the provisions of Section 139 of the Companies Act, 2013, an audit firm can act as statutory auditors of a listed company for a maximum tenure of two terms of 5 consecutive years. For the purpose of reckoning this limit, existing tenure of the auditors needs to be counted. Further, companies have been given a transition period of 3 years from April 1, 2014 to comply with these provisions.

As per the above requirement, the term of Deloitte Haskins & Sells, Chartered Accountants comes to an end with the conclusion of audit for the financial year 2016-17 and they can continue as the auditors of the Company only up to the conclusion of this Annual General Meeting, having completed their term as per the provisions of Section 139 of the Act. Accordingly, as per the aforesaid requirements of the Companies Act, 2013, and pursuant to recommendation of Audit and Risk Management Committee, the Board of Directors have proposed for approval of Members the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) as statutory auditors of the Company for a period of five years, commencing from the conclusion of 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting, subject to ratification by Members of their appointment at every Annual General Meeting, if so required under the Companies Act, 2013.

M/s. B S R & Co. LLP, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members. None of the Directors and Key Managerial Personnel of the Company or their relatives

are concerned or interested financially or otherwise, in the resolution set out at item No. 4.

Though the explanatory statement for Item No.4 is not mandatory, this statement is provided for reference.

Item No. 5

The Board of Directors of the Company, at their meeting held on May 24, 2017, on recommendation by the Audit Committee, appointed M/s. M. Thimmarayaswamy & Co., Cost Accountants, as the cost auditors for the financial year 2017-18, at a remuneration of INR 1,25,000 (Rupees One Lakh Twenty Five Thousand Only) and re-imbusement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and Companies (Audit and Auditors) Rules, 2014 (the Rules), the appointment and the remuneration of the cost auditor is required to be ratified by the shareholders subsequently, in accordance to the provisions of the Act and Rule 14 of the Rules.

M/s M. Thimmarayaswamy & Co., have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company and they have vast experience in the field of cost audit.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

The Audit and Risk Management Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on May 23, 2017 and May 24, 2017, subject to the approval of the shareholders, have approved the enhancement of remuneration of Ms. Anjali Ajaikumar to INR 48,00,000 (Rupees Forty Eight Lakhs) per annum, holding office or place of profit in the Company as "Vice-President – Strategy & Quality", payable with effect from the date of Annual General Meeting i.e., 10th August 2017.

The disclosures pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are provided herein below:

Name of the related party and background	Ms. Anjali Ajaikumar. Ms. Anjali Ajaikumar has completed her Masters in Business Administration in Entrepreneurship, from Babson College, US. She further holds a Bachelor of Arts degree in International Relations, Politics from Lake Forest College, US.
Name of the director or Key Managerial personnel who is related	Dr. B.S. Ajaikumar, Chairman & CEO.
Nature of relationship	Ms. Anjali Ajaikumar is the daughter of Dr. B.S. Ajaikumar.
Remuneration	The Company proposes to pay Ms. Anjali Ajaikumar, as VP –Strategy & Quality, a total remuneration of INR 48,00,000 (Rupees Forty Eight Lakhs) per annum inclusive of all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences as applicable, as per the Company policy.
Payment Schedule	Not applicable
Nature, material terms and particulars of the arrangement	<p>a) Ms. Anjali Ajaikumar was appointed as VP – Strategy and Quality, on February 08, 2017, at a total remuneration of INR 30,00,000 (Rupees Thirty Lakhs) per annum.</p> <p>b) The Audit and Risk Management Committee, Nomination and Remuneration Committee and the Board of Directors of the Company have at their respective meetings held on May 23, 2017 and May 24, 2017 approved the enhancement of total remuneration to INR 48,00,000 (Rupees Forty Eight Lakhs) per annum (all inclusive), subject to the approval of the shareholders of the Company at the AGM, to be effective from the date of the AGM.</p> <p>c) Ms. Anjali Ajaikumar, in addition to her existing role of being VP – Strategy and Quality, have been given further responsibility of heading the function of Nursing – pan India.</p> <p>(d) The Committees and the Board have reviewed the benchmarking study conducted for analyzing the overall compensation and benefits provided by the comparators to the identified roles of Ms. Anjali Ajaikumar, in the industry, for ascertaining that the remuneration proposed is in line with the market rates.</p> <p>(e) The Board / Committees of the Board may decide from time to time, the designation and roles of Ms. Anjali Ajaikumar up to the retirement age as per the policy of the Company. The employment may be terminated by either party by giving notice to the other, as per the Company Policy.</p> <p>(f) Within the overall limits of remuneration as set out in the resolution, Ms. Anjali Ajaikumar shall be entitled to the allowances and perquisites and benefits as per the policies of the Company. She shall also be entitled to other benefits like medical benefits, group medical insurance, group accidental insurance, group life insurance, pension, gratuity, relocation benefits and such other benefits as per the policies of the Company.</p> <p>(g) The appointee will currently report to Mr. Anant Kittur – Director Projects.</p> <p>(h) The appointee shall be located at Bangalore, unless transferred to a different location on specific duty.</p> <p>(i) The other terms & conditions and her remuneration proposed is set out in the resolution.</p>
Duration of the contract	Ms Anjali Ajaikumar is proposed to be appointed under a contract of employment pursuant to which she may function according to the directions as may be given by the Company from time to time. Contract will continue as long as she remains as an employee as per the contract of employment.

Except Dr. B. S. Ajaikumar and his relatives who are shareholders in the Company, none of the Directors/KMPs/their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends this resolution for approval of the members.

Item No. 7

The Shareholders of the Company, by way of special resolution passed on September 30, 2014, had authorized the Board of Directors to borrow from time to time by way of cash credit, advance or deposits, loans or bills discounting or otherwise upto a limit of INR 400 Crores (Rupees Four Hundred Crores only), apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

In the wake of expanding business operations of the Company, with a view to meet the funding requirements of the Company, for both short term as well as long term and for general corporate purposes, the Company may require to borrow, from time to time, by way of loans and/or issue of bonds, debentures or other securities and the existing approved limit may be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company up to INR 750 Crores (Rupees Seven Hundred and Fifty Crores Only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company, exceeds aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only with the consent of the company by a Special Resolution.

Accordingly, it is proposed to seek the approval of the shareholders to the borrowing limits of INR 750 Crores (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1)(c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 8 & 9

The Board of Directors of the Company, at its Meeting held

on November 10, 2016, had appointed Dr. Amit Varma and Dr. B. S. Ramesh as Additional Directors of the Company to hold office till the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Considering their multifaceted experience and expertise and having convinced that they possess appropriate skills, experience and knowledge for being appointed as Directors on the Board, the Board of Directors of the Company recommend the appointment of Dr. Amit Varma and Dr. B. S. Ramesh as Directors of the Company, liable to retire by rotation.

In this regard, the Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of INR 1,00,000 for each of the Directors being proposed for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 as per the proposed resolutions.

Members may note that the requisite declarations have been furnished by the Directors viz. (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

None the Directors or any of the key managerial personnel of the Company or any relatives of the Directors or key managerial personnel of the Company are in any way concerned or interested in the resolutions at Item nos. 8 and 9 except for Dr. Amit Varma and Dr. B. S. Ramesh.

The profiles of the Directors proposed to be appointed as Directors is included in the notice calling AGM.

By order of the Board

Date: May 24, 2017
Place: Bangalore

Sunu Manuel
Company Secretary

Voting through Electronic Means (E-Voting Facility)

Pursuant to the provisions of Section 108 of the Act read with the rules thereunder and Regulation 44 of SEBI (LODR) Regulations, the Company is offering e-voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on 10th day of August 2017 at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bangalore – 560054.

The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN
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The e-voting facility will be available during the following voting period:

Commencement of e-voting: **From 7th August 2017**

End of e-voting: **Up to 9th August 2017**

The cut-off date (i.e. the record date) for the purpose of e-voting is 3rd August 2017.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 24th May 2017 for the AGM scheduled to be held on 10th August 2017 which is enclosed herewith and is also made available on the website of the Company www.hcgel.com. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through Karvy for all shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the Annual General Meeting of the Company dated 24th May 2017.

Procedure and instructions for e-voting

A. Members who received the Notice through e-mail from Karvy:

- Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

User – ID	For Members holding shares in Demat Form:- a) For NSDL: 8 Character DP ID followed by 8 digit Client ID b) For CDSL: 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is provided in the e-mail forwarding the electronic notice

- After entering these details appropriately, click on "LOGIN".
- You will now reach Password Change Menu wherein you are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- After changing password, you need to login again with the new credentials.
- On successful login, the system will prompt to select the "Event" i.e., HealthCare Global Enterprises Limited.
- On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/AGAINST/ABSTAIN" against the resolution or alternatively you may partially enter any number in "FOR", partially in "AGAINST" and partially in "ABSTAIN" but the total number in "FOR/AGAINST/ABSTAIN" taken together should not exceed your total shareholding.
- You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- Corporate/Institutional Members (corporates /FIs /FII/Trust/Mutual Funds/Companies, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

B. In case of Members receiving the Notice by post:

- Please use the User ID and initial password as provided in the sheet provided with the Notice.

- B. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C. The e- voting period commences on 7th August, 2017 at 09.00 A.M and ends on 9th August, 2017 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- E. Mr. V. Sreedharan (FCS), Partner, V. Sreedharan & Associates, Company Secretaries has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is sree@sreedharancs.com .
- F. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, and submit it to the Chairman.
- G. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 10th August 2017 and the resolution will be deemed to have been passed on the date of the AGM, not later than 48 hours of the conclusion of the AGM, subject to receipt of the requisite number of votes in favour of the resolution.
- H. The results of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company www.hcgel.com and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of completion of voting.
- I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 3rd August 2017. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- J. Shareholders / proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders / proxies who have cast their votes through e-voting will not be allowed to cast their votes physically at the venue of the AGM.
- K. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. K. S. Reddy, Asst. Gen. Manager, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222.
- L. Members who have acquired shares after the despatch of the Notice and before the Cut-off date may obtain the user ID by approaching Mr. K. S. Reddy, Asst. Gen. Manager, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.

By order of the Board

Date: May 24, 2017
Place: Bangalore

Sunu Manuel
Company Secretary



HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

Registered Office: HCG Towers, No. 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka, India.

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road,
Bangalore – 560027, Karnataka, India.

Website: www.hcgel.com | **E-mail:** investors@hcgoncology.com | **Telephone:** +91-80-4020 6000, Fax: +91-80-4600 7749.

Attendance Slip

19th Annual General Meeting
Thursday, 10th August 2017

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name and address of shareholder/Proxy	DP id & Client id No./Registered Folio No.	No. of shares held

I hereby record my/our presence at the 19th Annual General Meeting of the Company on Thursday, the 10th day of August 2017 at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRT Post, Bangalore – 560054 at 4.00 (P.M).

If shareholder, please sign here	If proxy, please sign here

Shareholders/Proxies are requested to fill up the attendance slip and hand it over at the venue.



HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

Registered Office: HCG Towers, No. 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka, India.

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road,
Bangalore – 560027, Karnataka, India.

Website: www.hcgel.com | **E-mail:** investors@hcgoncology.com | **Telephone:** +91-80-4020 6000, Fax: +91-80-4600 7749.

Form of Proxy

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :

Registered Address :

E-mail id :

DP id - Client id/ :

Folio No :

I/We, being the holder (s) of shares of the above named company, hereby appoint:

1. Name.....

Address.....

Email id Signature.....

or failing him

2. Name.....

Address.....

Email id Signature.....

or failing him

3. Name.....

Address.....

Email id Signature.....

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, the 10th day of August 2017 at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bangalore – 560054 at 4.00 (P.M) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Agenda
1	Adoption of Financial Statements for the year ended March 31, 2017
2	Re-appointment of Dr. B. S. Ajaikumar, Director, who retires by rotation
3	Re-appointment of Mr. Gangadhara Ganapati, Director, who retires by rotation
4	Appointment of M/s. B S R & Co. LLP as Statutory Auditors of the Company
5	Ratification of remuneration payable to Cost Auditors for the year 2017-18
6	Enhancement of remuneration of Ms. Anjali Ajaikumar, "Vice-President – Strategy & Quality", a relative of Dr. B. S. Ajaikumar, Chairman & CEO
7	Approve borrowings in excess of limits prescribed under Section 180 (1) (c) of Companies Act, 2013
8	Appointment of Dr. Amit Varma as Director of the Company
9	Appointment of Dr. B. S. Ramesh as Director of the Company

Signed this day of 2017

Signature of Shareholder

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



adding life to years

HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

Registered Office: HCG Towers, No. 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka, India.

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road, Bangalore – 560027, Karnataka, India.

Website: www.hcgel.com | **E-mail:** investors@hcgoncology.com | **Telephone:** +91-80-4020 6000, **Fax:** +91-80-4600 7749.

Route Map – AGM Venue

M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital,
MSR Nagar, MSRT Post, Bangalore – 560054



