



SUMMARY OF PROCEEDINGS OF THE 19TH ANNUAL GENERAL MEETING

The 19th Annual General Meeting (“AGM” or “the Meeting”) of the members of HealthCare Global Enterprises Limited (“the Company”) was held on Thursday, August 10, 2017 at 4.00 PM at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bangalore - 560054.

Directors Present:

- 1) Dr. B. S. Ajaikumar, Chairman and CEO;
- 2) Mr. Suresh Senapaty, Independent Director & Chairman of Audit and Risk Management Committee;
- 3) Mr. Sudhakar Rao, Independent Director & Chairman of Corporate Social Responsibility Committee;
- 4) Mr. Shanker Annaswamy, Independent Director & Chairman of Nomination and Remuneration Committee;
- 5) Dr. S. T. Ramesh, Independent Director;
- 6) Ms. Bhushani Kumar, Independent Director; and
- 7) Dr. B. S. Ramesh, Non-Independent, Non-Executive Director.

In attendance

- 1) Ms. Sunu Manuel, Company Secretary;
- 2) Mr. Yogesh Patel, Chief Financial Officer;
- 3) Mr. V. Balaji, Partner, Deloitte Haskins & Sells, Statutory Auditors; and
- 4) Mr. V. Sreedharan, Scrutinizer, V Sreedharan & Associates.

Members Present:

- 1) In Person – 46, representing 1,95,65,637 equity shares; and
- 2) By Proxy – 2, representing 24,59,144 equity shares.

Pursuant to Article 37 of the Articles of Association of the Company, Dr. B. S. Ajaikumar, being the Chairman of the Board, took the chair and conducted the proceedings of the Meeting, as the requisite quorum being present. The Chairman addressed the shareholders and spoke about financial performance of the Company, current economic situations and its impact.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2017, Director’s and Auditor’s report thereon had been posted/emailed as the case may be, to all the members of the Company; and that the original documents along





with the statutory registers and Secretarial Auditors' Report were available for inspection. The Chairman further informed the shareholders that, e-voting facility has been provided to all Members to vote electronically and that there will be no voting by show of hands at the meeting.

Clarifications were provided to the queries raised by the members.

The following items of business, as per the Notice of the AGM were transacted –

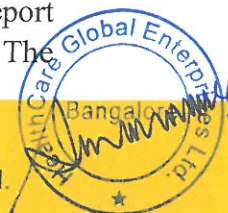
Ordinary Business

- 1) Adoption of audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors thereon (Ordinary Resolution);
- 2) Re-appointment of Dr. B. S. Ajaikumar, Director who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution);
- 3) Re-appointment of Mr. Gangadhara Ganapati, Director who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution);
- 4) Appointment of M/s. B. S. R & Co. LLP, Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 24th AGM of the Company (Ordinary Resolution)

Special Business

- 5) Fixation of remuneration of Cost Auditor for conducting audit of cost records of the Company for the financial year 2017-18 (Ordinary Resolution);
- 6) Increase in remuneration of Ms. Anjali Ajaikumar, "Vice-President – Strategy & Quality, relative of Dr. B. S. Ajaikumar, Whole time Director, designated as Chairman & CEO of the Company (Special Resolution);
- 7) To approve borrowings by the Company in excess of limits imposed under Section 180 (1) (c) of Companies Act, 2013 upto Rs. 750 Crores (Special Resolution);
- 8) To approve appointment of Dr. Amit Varma as Director of the Company (Ordinary Resolution); and
- 9) To approve appointment of Dr. B. S. Ramesh as Director of the Company (Ordinary Resolution).

The Chairman informed the shareholders that Mr. V Sreedharan, Partner, V. Sreedharan & Associates, Company Secretaries had been appointed as the Scrutinizer for the Poll at this meeting and to report on the combined voting results of e-voting and the Poll for each of the items as per the notice of the AGM. The results declared along with the Scrutinizer's report shall be placed on the website of the Company within two days of passing the resolution. The





resolutions set forth in the notice, if passed with the requisite majority of votes, shall be deemed to be passed on the date of the AGM, being 10th August 2017.

For **HealthCare Global Enterprises Limited**

Sunu Manuel
Company Secretary



Date: August 12, 2017

