



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:** Unity Buildings Complex, No. 3, Tower Block, Ground Floor, Mission Road,  
Bangalore – 560027 Karnataka India, **Website:** www.hcgel.com **E-mail:** investors@hcgel.com

**Telephone:** +91-80-4020 6000, Fax: +91-80-4600 7748

### NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

Dear Shareholders,

Notice is hereby given that the Twenty Second (22<sup>nd</sup>) Annual General Meeting (“AGM”) of the members of HealthCare Global Enterprises Limited (“the Company”), will be held on Tuesday, September 29, 2020, at 3.00 P.M. through two-way Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), 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, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Dr. Amit Varma (DIN: 02241746), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

- 3) To consider and to pass the following resolution as an Ordinary Resolution:

**To ratify the payment of remuneration to the Cost Auditors for the financial year 2020-21.**

**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 approval of the shareholders of the Company be and is hereby accorded for the ratification of remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy-Five Thousand Only) (exclusive of taxes and reimbursement of actual out-of-pocket expenses) payable to M/s. Rao, Murthy & Associates, Cost Accountants, (Firm Registration No. 00065) appointed as Cost Auditors, for conducting audit of cost records of the Company for the Financial Year 2020-21, as recommended by the Audit and Risk Management Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

- 4) To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**Appointment of Mr. Abhay Prabhakar Havaladar (DIN: 00118280), as an Independent Director of the Company.**

**RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV and other relevant provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations 2015”), (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Abhay Prabhakar Havaladar (DIN: 00118280) be and is hereby appointed as an Independent Director of the Company for a period of 4 (Four) years with effect from August 20, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines; and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to delegate all or any of the powers to any Committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**Date:** September 01, 2020

**Place:** Bengaluru

Sd/-

**Sunu Manuel**  
**Company Secretary**

NOTES:

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India, permitted conduct of Annual General Meeting ('AGM') through video conferencing ("VC") or other audio visual means ("OAVM") and dispensed personal presence of the members at the meeting vide its circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. The deemed venue for the meeting shall be Corporate Office, No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road, Bengaluru – 560027, Karnataka, India.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA circulars, the 22<sup>nd</sup> AGM of the members will be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 33).
3. The Company has appointed National Securities Depository Limited to provide VC/OAVM facility for the AGM of the Company.
4. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800-222-990 (toll free).
5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, where physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The facility for joining AGM through VC/OAVM will be available for up to 1,000 Members and members may join on first come first serve basis. However, the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Board, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Business at the meeting, is annexed hereto.
9. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OAVM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at [sree@sreedharancs.com](mailto:sree@sreedharancs.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) pursuant to Section 113 of the Companies Act, 2013.
10. In case of Joint Holders attending the AGM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
11. Only *bonafide* members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at [investors@hcgel.com](mailto:investors@hcgel.com) up to the date of AGM.
13. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their Bank account, change of postal address and email IDs to their respective Depository Participants only. The Company or its RTA i.e. KFin Technologies Private Limited, cannot act on any request received directly from the members holding shares in demat mode for changes in any Bank mandates or other particulars.
14. Members holding shares in physical form are advised to inform the particulars of their Bank account, change of postal address and email IDs to our RTA i.e. KFin Technologies Private Limited Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
15. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. KFin Technologies Private Limited, Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
16. Members who have not registered their email ID with the depository participants, are requested to register their

email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at [eniward.ris@kfintech.com](mailto:eniward.ris@kfintech.com) or [investors@hcgel.com](mailto:investors@hcgel.com) for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company. For more details, please refer Para B of "Instructions for E-Voting" section below.

17. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email ID either with the Company or with the Depository Participants.
18. In compliance with the provisions of MCA vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report for FY 2019-20, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depository Participants/RTA.
19. Members may note that the Notice of the AGM and Annual Report for FY 2019-20 will also be available on the Company's website [www.hcgel.com](http://www.hcgel.com) and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of National Securities Depository Limited at URL: <https://www.evoting.nsdl.com/>.
20. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this Notice.
21. At the 19<sup>th</sup> Annual General Meeting of the Company held on August 10, 2017, the members approved appointment of M/s. B S R & Co. LLP (Firm Registration No. 101248W/W-100022) as Statutory Auditors for a term of 5 years commencing from the conclusion of the Annual General Meeting of the Company held on August 10, 2017, till the conclusion of the Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by members at every Annual General Meeting, if so required by the Companies Act 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 22<sup>nd</sup> Annual General Meeting.
22. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
23. The Company has fixed Tuesday, September 22, 2020 as cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from September 26, 2020 at 9.00 A.M to September 28, 2020 at 5.00 P.M (both days inclusive).
24. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
25. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
26. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 hours to 18:00 hours) on all working days up to and including the date of the AGM of the Company. Members who wish to seek inspection, may send their request through an email at [sunumanuel@hcgel.com](mailto:sunumanuel@hcgel.com) and/or [investors@hcgel.com](mailto:investors@hcgel.com) up to the date of AGM.
27. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/ Re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/ declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
28. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
29. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019,

- except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
30. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company or to our RTA.
  31. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
  32. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
    - (a) Change in their residential status on return to India for permanent settlement.
    - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  33. The process and manner of participating in Annual General Meeting through VC/OAVM mode is explained herein below:
    - (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
    - (b) Members are encouraged to join the Meeting through Laptops for better experience.
    - (c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
    - (d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  34. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@hcgel.com](mailto:investors@hcgel.com). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  35. Shareholders who would like to express their views/have questions may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@hcgel.com](mailto:investors@hcgel.com). The same will be replied by the company suitably.
  36. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Saturday, September 26, 2020 at 9:00 A.M. and ends on Monday, September, 28, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

#### **Details on Step 1 are mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 are given below:

#### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sree@sreedharancs.com](mailto:sree@sreedharancs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to Sarita Mote, Assistant Manager at [SaritaM@nsdl.co.in/evoting@nsdl.co.in](mailto:SaritaM@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([investors@hcgel.com](mailto:investors@hcgel.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([investors@hcgel.com](mailto:investors@hcgel.com)).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within 48 hours from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same.

The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and shall be placed on the Company's website [www.hcgel.com](http://www.hcgel.com) and on the website of our RTA at <https://evoting.karvy.com/> immediately after the results are declared by the Chairperson or any other person authorised by the Chairperson.

#### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

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

#### ITEM NO. 3

The Board of Directors of the Company on July 28, 2020, on the recommendation by the Audit and Risk Management Committee, reappointed M/s. Rao, Murthy & Associates, Cost Accountants, as the cost auditors of the Company for the financial year 2020 – 21, at a remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy-Five Thousand Only) and reimbursement of out of pocket expenses, subject to ratification of the remuneration payable to the cost auditor, by the shareholders of the Company.

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 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. 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. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 3 for approval by the Members. In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

#### **ITEM NO. 4**

The Board of Directors of the Company on August 20, 2020 has appointed Mr. Abhay Prabhakar Havaladar (DIN: 00118280) as an Additional Director (Independent Director) on the Board of Company, for a term of 4 years with effect from August 20, 2020, subject to approval of the shareholders, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Articles of Association of the Company, who shall not be liable to retire by rotation.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Abhay Havaladar has requisite skills, expertise, integrity, experience and meets the criteria laid down under the Nomination and Remuneration Policy of the Company for appointment as an Independent Director of the Company, and fulfills the conditions for appointment of Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Mr. Abhay Havaladar has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and SEBI Listing Regulations. He does not hold any shares of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company in Electronic mode on all working days during normal business hours (10:00 hours to 18:00 hours) up to the date of the Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out at item No. 4 for approval by the Members.

In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

#### **Brief profile of Mr. Abhay Prabhakar Havaladar**

Mr. Abhay Prabhakar Havaladar holds a Bachelor's degree in Electrical Engineering from the Mumbai University and a Master's degree in management from the London Business School. Previously, he was associated with General Atlantic, a global growth equity firm as an Advisory Director.

He was instrumental in establishing General Atlantic's India Office. He possesses a rich experience of investing in the Indian markets, including as a venture capitalist and growth investor. He is also a Shareholder Director at National Stock Exchange of India Ltd.

Additional information about Mr. Abhay Prabhakar Havaladar is annexed herewith.

# ANNEXURE – INFORMATION TO SHAREHOLDERS

## Details of Directors seeking appointment/re-appointment at the 22<sup>nd</sup> Annual General Meeting to be held on September 29, 2020.

[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 and re-appointment]

<b>Name of the Director</b>	Mr. Abhay Prabhakar Havaldar	Dr. Amit Varma
<b>Date of Birth</b>	December 05, 1961	September 15, 1968
<b>Age</b>	58 years	52 years
<b>Date of appointment as Independent Director / Director under the Companies Act, 2013 and SEBI Listing Regulations</b>	August 20, 2020	November 10, 2016
<b>Relationships with other Directors inter-se &amp; KMPs</b>	None	None
<b>Expertise in specific functional area</b>	Corporate Governance, Business / Management Leadership Experience, Information Technology, Functional and managerial Experience, Industry / Sector Knowledge.	Corporate Governance, Business / Management Leadership Experience, Information Technology, Functional and managerial Experience, Industry / Sector Knowledge.
<b>Qualification(s)</b>	(i) Bachelor's degree in Electrical Engineering from the Mumbai University (ii) Master's degree in Management from the London Business School.	(i) Bachelor's degree in Medicine and Surgery from University of Delhi. (ii) Master's Degree in Medicine from University of Delhi. (iii) Master's degree in Business Administration from University of Chicago, USA
<b>Other Listed companies in which the Director is a Director as on August 20, 2020</b>	(i) Jubilant Foodworks Limited. (ii) National Stock Exchange of India Limited.	None
<b>Chairmanships/Memberships of the Committees of other public limited companies as on August 20, 2020</b>	(i) Member of the Audit Committee of Jubilant Foodworks Limited and National Stock Exchange of India Limited (ii) Chairman of the Stakeholders' Relationship Committee of National Stock Exchange of India Limited.	None
<b>No. of meetings of the Board attended during the year</b>	NIL (Appointed on August 20, 2020)	As mentioned in the Corporate Governance Report
<b>Number of shares held in the Company</b>	Nil	Nil

### Notes:

- The Directorships do not include positions in foreign companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. With regard to Committees, Memberships/ Chairmanships in the Audit Committee and Stakeholders' Relationship Committee/Investor Grievances Committee have only been considered.
- In line with the Company's remuneration policy for Independent Directors, Mr. Abhay Prabhakar Havaldar will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/Committee meetings as may be approved by the Board of Directors and shareholders on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013.