



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,
Bengaluru - 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 23RD ANNUAL GENERAL MEETING

Dear Shareholders,

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting ("AGM") of the members of HealthCare Global Enterprises Limited ("the Company"), will be held on Wednesday, September 29, 2021, 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, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Amit Soni (DIN: 05111144), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Appointment of Ms. Geeta Mathur (DIN: 02139552), 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"), (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, Ms. Geeta Mathur (DIN: 02139552) be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) years with effect from June 17, 2021, 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 she 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 or 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."

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

Appointment of Mr. Rajagopalan Raghavan (DIN: 03627923), 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"), (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. Rajagopalan Raghavan (DIN: 03627923) be and is hereby appointed as an Independent Director of the

Company for a period of 3 (Three) years with effect from August 12, 2021, 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 or 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."

- 5) 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 2021-22.

"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 2021-22, as recommended by the Audit 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."

By order of the Board of Directors

Sd/-

Sunu Manuel

Company Secretary

Date: August 12, 2021

Place: Bengaluru

NOTES:

- In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 23rd AGM of the Company is being convened and conducted through VC.
- In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and MCA Circulars, the 23rd 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.
- The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agent ('RTA') of the Company, to provide VC/OVAM facility for the AGM of the Company.
- The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 309 4001 (toll free).
- 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.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
- Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. 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 or investors@hcgel.com and eniward.ris@kfinetech.com, pursuant to Section 113 of the Companies Act, 2013.
- 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.

10. 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.
11. 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 up to the date of AGM.
12. 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.
13. 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.
14. 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.
15. 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 or investors@hcgel.com for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
16. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI LODR 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.
17. In line with MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2020-21, are being sent only through electronic mode to those Members whose email IDs are available with the Company/ Depository Participants/RTA.
18. Members may note that the Notice of the AGM and Annual Report 2020-21 will also be available on the Company's website 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 KFin Technologies Private Limited at <https://evoting.kfintech.com>.
19. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this Notice.
20. At the 19th 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 23rd Annual General Meeting.
21. 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 LODR 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.
22. The Company has fixed Wednesday, September 22, 2021 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, 2021 9.00 a.m. to September 28, 2021 5.00 p.m (both days inclusive).
23. 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.
24. 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.
25. All documents referred to in the accompanying 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 AGM of the Company. Members who wish to seek inspection, may send their request through an email at sunumanuel@hcgel.com and/or investors@hcgel.com up to the date of AGM.
 26. Information required under Regulation 36 of SEBI LODR 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.
 27. 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.
 28. As per Regulation 40 of the SEBI LODR 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 RTA for assistance in this regard.
 29. 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 RTA.
 30. 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 RTA, for consolidation into a single folio.
 31. 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.
 32. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to KFinTech in case the shares are held in physical form.
 33. Procedure for joining the AGM through VC/OAVM:

The Company will provide VC / OAVM facility to its Members for participating at the AGM through platform provided by M/s KFin Technologies Private Limited.

 - a. Members will be able to attend the AGM through VC/OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option.
 - iv. Then click on camera icon appearing against AGM event of HealthCare Global Enterprises Limited, to attend the Meeting.
 - b. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - c. Members will be allowed to attend the AGM through VC/OAVM on first come, first serve basis.
 - d. Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - e. Members who need assistance before or during the AGM, can contact KFinTech on evoting@kfintech.com or call on toll free number 1800-309-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your

communications.

- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
 - g. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
34. Shareholders who would like to express their views/ask questions during the meeting may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Friday, September 24, 2021 to Saturday, September 25, 2021. Members shall be provided a 'queue number' before the meeting. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 35. The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Friday, September 24, 2021 to Saturday, September 25, 2021.
 36. All the shareholders attending the AGM will have option to post their comments / queries through a dedicated Chat box that will be available below the meeting screen.
 37. 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:-

I. E-voting Facility:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 09, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("InstaPoll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address is explained in the instructions given herein below.

The remote e-voting facility will be available during the following voting period:

The remote e-voting period begins on Sunday, September 26, 2021 at 9:00 a.m. and ends on Tuesday, September 28, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by KFinTech for voting thereafter.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member /Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the **cut-off date, i.e., Wednesday, September 22, 2021 ("Cut-off Date")**.

II. Information and instructions relating to e-voting are as under:

- a. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- b. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting through Insta Poll shall be treated as "INVALID".
- c. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, September 22, 2021 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through

Insta Poll. A person who is not a member as on the cutoff date, should treat the Notice for information purpose only.

- d. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

III. Remote e-voting:

a. Information and instructions for 'remote e-voting' by Individual Shareholders holding shares of the Company in demat mode

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 09, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Procedure to login through websites of Depositories

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>1. User already registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following e-Services link: https://eservices.nsd.com Click on the button "Beneficial Owner" available for login under 'IDeAS' section. A new page will open. Enter your User ID and Password for accessing IDeAS section. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. Click on "Active E-voting Cycles" option under E-voting. You will see Company Name: "HealthCare Global Enterprises Limited" on the next screen. Click on the e-Voting link available against HealthCare Global Enterprises Limited or select e-Voting service provider "KFinTech" and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>1. Existing user who have opted for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi /Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) Enter your User ID and Password for accessing Easi /Easiest. You will see Company Name: "HealthCare Global Enterprises Limited" on the next screen. Click on the e-Voting link available against HealthCare Global Enterprises Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com Select option "Register Online for IDeAS" available on the left hand side of the page Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed to complete registration using your DP ID-Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ ii. Click on the button "Login" available under "Shareholder/Member" section. iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/email address is registered in your demat account) and Verification Code as shown on the screen. iv. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "HealthCare Global Enterprises Limited " on the next screen. <p>Click on the e-Voting link available against HealthCare Global Enterprises Limited or select e-Voting service provider</p> <p>"KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following links: www.cdslindia.com/ / https://www.evotingindia.com ii. Provide Demat Account Number and PAN iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against HealthCare Global Enterprises Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

- i. Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/ CDSL.
- ii. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable).
- iii. Click on the e-Voting link available against HealthCare Global Enterprises Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available on the websites of the Depositories / Depository participants.

Contact details in case of any technical issues on NSDL website:

Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Contact details in case of any technical issues on CDSL website:

Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

b. Information and instructions for 'remote e-voting' by (i) Shareholders other than individuals holding shares of the Company in demat mode and (ii) All shareholders holding shares in physical mode:

A. In case a Member receives an e-mail from the Company / KFinTech i.e. for Members whose e-mail address is registered with the Company / Depository Participant(s):

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit

<https://evoting.kfintech.com> or contact toll-free numbers 1800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 and answer 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" for HealthCare Global Enterprises Limited and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- xii. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of

their respective Board Resolution /Power of Attorney / Authorization Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to sree@sreedharancs.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even."

B. In case of a Member whose e-mail address is not registered / updated with the Company/ KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- i. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card and copy of share certificate at investors@hcgel.com or to KFinTech at einward.ris@kfintech.com.
- ii. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
- iii. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- v. **Any person who becomes a Member of the Company after despatch of the Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**

- 1) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE>IN12345612345678

Example for CDSL:
MYEPWD <SPACE>1402345612345678

Example for Physical:
MYEPWD <SPACE>XXXX1234567890

- 2) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - 3) Members may call on KFinTech's toll free number 1-800-309-4001 or write to them at evoting@kfintech.com. After due verification of the request, User ID and password will be sent to member.
 - 4) If the Member is already registered with KFinTech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- vi. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact at the details

mentioned below for any e-voting related clarification/grievances:

Mr. P Nageswara Rao, Manager,
KFin Technologies Private Limited
(Unit: HealthCare Global Enterprises Limited)
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032
Phone No. 040 – 67161526
Toll free No. 1800-309-4001
e-mail: einward.ris@kfintech.com or
evoting@kfintech.com

C. E-voting at AGM (Insta Poll):

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

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 June 17, 2021 has appointed Ms. Geeta Mathur (DIN: 02139552) as an Additional Director (Independent Director) on the Board of Company, for a term of 2 years with effect from June 17, 2021, 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.

The Board of Directors of the Company at their meeting held on August 12, 2021, has revised the term of appointment of Ms. Geeta Mathur (DIN: 02139552) as Additional Director (Independent Director), for 3 years, with effect from June 17, 2021.

In the opinion of the Nomination and Remuneration Committee and the Board, Ms. Geeta Mathur 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 fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI LODR Regulations and is independent of the management.

Ms. Geeta Mathur has also given a declaration to the company that she 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 LODR Regulations. She 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. 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.

Brief profile of Ms. Geeta Mathur

Ms. Geeta Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side and with large corporate treasuries and investor relations.

She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations.

She transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO in India working for the cause of the elderly. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of Accounts during her tenure.

She currently serves as an independent director in various large organizations across manufacturing and services such as Info edge (India) Limited, Motherson Sumi Ltd, NIIT Limited, IIFL Group. She serves as a member /chairperson of Audit/Nomination and Remuneration and Risk management committee. Exposure to multiple industries disciplines helps her cross pollinate ideas and contribute effectively as a Board member.

She co-chairs the India chapter of Women Corporate Directors Foundation, a global membership organization and community of women corporate directors with a mission to foster a powerful, trusted community of influential women corporate directors.

Additional information about Ms. Geeta Mathur is annexed herewith.

ITEM NO. 4

The Board of Directors of the Company on August 12, 2021 has appointed Mr. Rajagopalan Raghavan (DIN: 03627923) as an Additional Director (Independent Director) on the Board of Company, for a term of 3 years with effect from August 12, 2021, 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. Rajagopalan Raghavan 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 fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI LODR Regulations and is independent of the management.

Mr. Rajagopalan Raghavan 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 LODR 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. Rajagopalan Raghavan

Raj is the Senior Vice President & Head of Human Resources at IndiGo, India's largest airline by market share. A key member of IndiGo's Executive Committee, he has responsibility for all aspects of Human Resources including ifly (IndiGo's Learning Academy), CSR and Administration functions.

Prior to this he was Amazon's Head of Human Resources (Asia Pacific & Middle East) for their International Consumer Business and Global Technology Development Centers in the region. Earlier, Raj was Head of HR for GE's Global Research and India Technology Centers. Starting his HR career in the late 80's, Raj has held several senior HR leadership positions across geographies in Hindustan Unilever, Ford Motor Company and HSBC.

Raj earned his Master's in Personnel Management & Industrial Relations at Madras School of Social Work, India and is a Global Fellow of The Wharton School in Talent Management.

Additional information about Mr. Rajagopalan Raghavan is annexed herewith.

ITEM NO. 5

The Board of Directors of the Company on June 17, 2021, 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 2021-22, at a remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy-Five Thousand) and re-imbursment 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. 5 of the accompanying Notice.

ANNEXURE – INFORMATION TO SHAREHOLDERS

Details of Directors seeking appointment/re-appointment at the 23rd Annual General Meeting to be held on September 29, 2021.

[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]

Name of the Director	Ms. Geeta Mathur	Mr. Rajagopalan Raghavan	Mr. Amit Soni
Date of Birth	November 11, 1966	June 06, 1964	January 28, 1980
Age	55 years	58 years	42 years
Date of appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	June 17, 2021	August 12, 2021	July 28, 2020
Relationships with other Directors inter-se & KMPs	None	None	None
Expertise in specific functional area	Corporate Governance, Business / Management Leadership Experience, Information Technology, Functional and managerial Experience, Industry / Sector Knowledge.		
Qualification(s)	Chartered Accountant	(i) Master's in Personnel Management & Industrial Relations from Madras School of Social Work (ii) Global Fellow in Talent Management from The Wharton School, University of Pennsylvania	(i) MBA from Wharton (ii) Bachelor of Technology in Electrical Engineering from IIT, Delhi
Other Listed companies in which the Director is a Director as on August 12, 2021	(i) OnMobile Global Limited (ii) Motherson Sumi Systems Limited (iii) Info edge (India) Limited (iv) NIIT Limited (v) IIFL Finance Limited (vi) IIFL Wealth Management Limited	None	None
Chairmanships/Memberships of the Committees of other public limited companies as on August 12, 2020	(i) Member of the Audit Committee of OnMobile Global Limited, Motherson Sumi Systems Limited and IIFL Finance Limited (ii) Chairperson of the Audit Committee of Info edge (India) Limited, NIIT Limited and IIFL Wealth Management Limited.	None	None
No. of meetings of the Board attended during the year	1	1	2
Number of shares held in the Company	Nil	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, Ms. Geeta Mathur and Mr. Rajagopalan Raghavan 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.