



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, Bengaluru – 560027, Karnataka India,
Website: www.hcgel.com E-mail: investors@hcgoncology.com Telephone: +91-80-4020 6000, Fax: +91-80-4600 7748

NOTICE OF THE 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the members of HealthCare Global Enterprises Limited ("the Company"), will be held on Wednesday, September 26, 2018, at 3.00 P.M. at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bengaluru – 560054, 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, 2018, 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.
3. To appoint a Director in place of Dr. B. S. Ramesh (DIN: 00518434), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India

or outside India, as may be considered appropriate for an amount not exceeding ₹ 1200 crore (Rupees One Thousand Two Hundred Crore only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

5. To consider and to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V, Chapter XIII of the Companies Act, 2013, (including any amendment/modification thereof), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other applicable provisions, if any, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required; and in accordance with the provisions of Articles of Association of the Company, subject to the approval of such authorities as may be necessary and subject to such conditions as may be prescribed by any authority in granting such approvals, Dr. B. S. Ramesh (DIN: 00518434), whose office is liable to retire by rotation, be and is hereby appointed as an Executive Director of the Company w.e.f. May 22, 2018, for a period of 2 years at a remuneration of ₹ 87,50,000 (Rupees Eighty-Seven Lakh Fifty Thousand) per annum, on the terms and conditions as agreed upon by the Board of Directors of the Company and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company, the Nomination and Remuneration Committee

of the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, consider necessary, expedient or desirable as are required to give effect to the resolution and comply with all statutory and procedural formalities in this regard”.

6. To consider and 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 21, 2018 and May 22, 2018, the consent of the members of the Company be and is hereby accorded to enhance the remuneration payable to Ms. Anjali Ajaikumar, being relative of Dr. B. S. Ajaikumar, Whole-time Director designated as Chairman & CEO of the Company, and holding office or place of profit in the Company as “Vice-President – Strategy & Quality”, from ₹ 48,00,000 (Rupees Forty-Eight Lakh) to ₹ 55,39,200 (Rupees Fifty-Five Lakh Thirty-Nine Thousand Two Hundred) 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 May 22, 2018.

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 to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed under Companies Act, 2013 (including any amendment, modification or re-enactment thereof from time to time) and subject to the approval of the Central Government and such other authorities as may be necessary and subject to such conditions as may be imposed by any authority in granting such approvals, permissions and sanctions; consent of the members of the Company be and is hereby accorded for the payment of remuneration to Dr. B. S. Ajaikumar (DIN: 00713779), Whole-time Director designated as Chairman & CEO of the Company with effect from April 1, 2018 for the remainder of duration of his term of appointment upto June 30, 2019 as under:

- a) Fixed remuneration (Cost To Company) of ₹ 2.09 Crore (Rupees Two Crore and Nine Lakh Only) per annum.
- b) Variable remuneration, of up to ₹ 3.00 Crore (Rupees Three Crore) per annum, based on the achievement of certain milestones which is as under.

Actual EBITDA* as a % of the approved Budget**	Variable Compensation Payable
Less than 90% of the Budget	Nil
90% of the Budget	0.6% of EBITDA
Between 90% and upto 100% of the budget	1.5% of EBITDA on a linear scale
Greater than Budget	3% on the incremental EBITDA
<p>Note:</p> <p>*1. EBITDA shall mean Consolidated EBITDA, net of Minority Interest, computed at the end of every financial year on the basis of the Consolidated Audited Financials of the Company. Only the EBITDA generated out of organic growth shall be considered for the first year.</p> <p>**2. Budget shall mean the Budget approved by the Board of Directors of the Company for the relevant financial year.</p>	

RESOLVED FURTHER THAT the increase in remuneration, subject to the aforesaid approvals, shall be effective from April 01, 2018 up to June 30, 2019 or such other earlier date where a resolution is passed by the Board of Directors altering or varying the remuneration; and that the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate provided that such variation or alteration, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorized to decide and finalize the quantum of Variable Remuneration payable to Dr. B. S. Ajaikumar, Chairman & CEO of the Company, from time to time, and to decide upon, revise and lay down new milestones/performance matrix for Dr. B. S. Ajaikumar from time to time.

RESOLVED FURTHER THAT pursuant Schedule V of the Act and other applicable provisions of the said Act, if any, and subject to such approvals as may be necessary, the Company may pay the remuneration specified supra to Dr. B. S. Ajaikumar, Chairman and CEO of the Company, as minimum remuneration in case the Company has no profits or its profits are inadequate during any of the financial years of the period mentioned hereinabove."

8. To consider and to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and other laws and regulations as may be applicable read with the Rules framed there under ('the Act'), (including any amendment, modification or re-enactment thereof from time to time); subject to necessary approvals from the Stock Exchanges and other appropriate authorities, as may be necessary, the approval of the Members of the Company be and is hereby accorded for re-classification of Dr. B. Amarkumar, who is currently forming part of the Promoter Group of the Company holding 647657 equity shares aggregating to 0.74% of equity share capital of the Company, from Promoter Group category to Public category.

RESOLVED FURTHER THAT the Promoter Group member seeking re-classification along with their personal promoter group entities and person acting in concert do not/will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

9. To consider and 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 ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand Only) (exclusive of taxes and re-imbusement 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 2018-19, 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."

By order of the Board

Date: August 09, 2018
Place: Bengaluru

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 fixed for commencement of 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.
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) Copies of the Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (iii) In all correspondence with the Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.
 - (iv) 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 Special Businesses 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 Sunday, September 23, 2018 to Wednesday, September 26, 2018 (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 Listing Agreement with the Stock Exchanges permits 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 2017-18, 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 numbers 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) Regulation, 2014 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for 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. 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 20th Annual General Meeting.

16. 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.
17. The Instructions for E-Voting are annexed to this Notice.
18. 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'.
19. 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: August 09, 2018
Place: Bengaluru

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	Dr. Amit Varma	Dr. B. S. Ramesh
Age	49 years	66 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 Additional Director of our Company since 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-specialty Medicine from the University of New York, USA and the University of Pittsburgh, USA. He was associated with Fortis 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 an 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 Bengaluru University. He holds a degree of Doctor of Medicine (Radio Therapy), a post graduate diploma in Radio Diagnosis from Bengaluru 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 Bengaluru 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	Refer to Explanatory Statement No. 5

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 Section 186(2) of the Companies Act, 2013, No Company shall directly or indirectly give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Considering the investments to be made in the projects approved by the Board, and those which are being pursued, the Company would have to acquire by way of subscription, purchase or otherwise, the securities of other body corporates, give loan or guarantee or provide security in connection with a loan to any other body corporate or person, in excess of the limits provided under Section 186.

Accordingly, it is recommended to make necessary proposal to seek the approval of the shareholders to authorize acquisition of securities, giving loans, guarantees or providing securities up to INR 1200 Crore under Section 186(3) 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.

ITEM NO. 5:

The Nomination and Remuneration Committee at their meeting held on May 21, 2018 and the Board of Directors of the

Company at their meeting held on May 22, 2018, subject to the approval of the shareholders, have approved the appointment of Dr. B. S. Ramesh, Non-Executive Director as Executive Director of the Company for a period of 2 years w.e.f. May 22, 2018 at a Fixed remuneration (Cost to Company) of ₹ 87,50,000 (Rupees Eighty-Seven Lakh Fifty Thousand) per annum. Dr. B. S. Ramesh was a non-executive Director of the Company till May 22, 2018 not drawing any remuneration as a director.

Considering the vast expertise, experience and the knowledge, the proposed remuneration is considered justifiable.

ADDITIONAL INFORMATION

As required under Section II of Part II of Schedule V of the Companies Act, 2013, the relevant information to be sent along with the notice calling the general meeting is given below:

I. General Information

- (1) **Nature of industry:** HealthCare Global Enterprises Limited (HCG) headquartered in Bengaluru is the leading provider of speciality healthcare in India focussed on cancer. Our HCG cancer care network is the largest cancer care network in India in terms of the total number of comprehensive cancer centres in operation, the total number of new patient registrations and the total number of patients receiving radiation therapy.
- (2) **Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
 - a. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.

b. Financial performance based on given indicators (₹ in Million):

Standalone financials	2017-18	2016-17	2015-16
Total Income	6,027.92	5,517.51	4,732.08
Total Expenditure	4,981.39	4,623.64	4,027.79
EBITDA (before exceptional items)	1,046.53	893.87	704.29
Depreciation and Finance Charges	707.16	600.86	717.20
Exceptional items	29.35	-	44.67
Profit/(Loss) before tax	368.72	293.01	(57.58)
Profit/(Loss) after tax	248.90	194.84	(28.45)

- c. **Export Performance:** The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2018 and March 31, 2017, is as under:

Particulars	For the year ended 31.03.2018 (₹)	For the year ended 31.03.2017 (₹)
Expenditure in Foreign Exchange		
Interest	1,492,871	2,841,133
Travel expenses	10,100,620	10,833,830
Repairs and maintenance : Machinery	-	23,205,150
Professional charges	21,998,301	24,600,351
Business promotion expenses	8,062,107	1,927,913
Rent	1,873,533	-
Total	43,527,432	63,408,377
Imports		
Capital Goods	323,243,296	20,978,447
Consumables	6,520,552	15,495,448
Earnings in foreign exchange		
Medical service income	345,935,979	361,565,939

- d. **Foreign Investments or collaborators, if any:** HealthCare Global Enterprises Limited had received ₹ 60 Crores from V-Sciences Investments Pte Ltd, a foreign Body Corporate, apart from the shareholding of Foreign Institutional Investors, Foreign Venture Capital Funds etc., who might have subscribed to the IPO or acquired shares in secondary market.

II. Information about the appointee, Dr. B. S. Ramesh – Executive Director

- (1) **Background details:** Dr. B. S. Ramesh is a radiation oncologist. 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 MS Ramaiah Medical College, Bengaluru.

Dr. B S Ramesh has been a Director of our Company since November 10, 2016. He has completed his MBBS from Bengaluru University, holds a degree of Doctor of Medicine (Radio Therapy), a post graduate diploma in Radio Diagnosis from Bengaluru University and a Post Graduate Diploma in Medical Law and Ethics from the National Law School of India University, Bengaluru.

- (2) **Past remuneration:** Dr. B. S. Ramesh was a non-executive Director of the Company till May 22, 2018 and was not drawing any remuneration in the capacity of a Director.
- (3) **Recognition or awards:** He has been awarded the IMA Community Service Award for Individuals by the Indian Medical Association in 2012.

- (4) **Job profile and his suitability:** Dr. B. S. Ramesh is a radiation oncologist. 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 MS 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 Bengaluru branch of the Indian Medical Association between 1980 and 1981. He is presently a director on the boards of some of the subsidiaries of the Company.

- (5) **Remuneration proposed:** Board of Directors recommend a fixed remuneration of ₹ 87,50,000 per annum payable to Dr. B. S. Ramesh with effect from May 22, 2018.

- (6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Given the size, complexity and uniqueness of the business of the Company and sheer knowledge driven nature of business, and also the profile of the position of Dr. B. S. Ramesh as given above, the proposed remuneration is in line with the remuneration prevalent in the industry. His profile also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Considering the fact that Oncology is a highly specialized branch of medicine, it is difficult to establish or obtain comparative details of similar doctors in other companies. However, keeping in mind his specialization and expertise in the field of Radiation oncology and the

onerous responsibilities of Dr. B S Ramesh, the Board of Directors considers that the remuneration proposed to be paid to him is justified and commensurate with other organisations of the similar type, size and nature in healthcare industry.

- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Dr. B.S. Ramesh is the promoter of the Company. Except for this he has no other relationship directly or indirectly with the Company or with any other managerial personnel.

III. Other information

- (1) **Reasons of loss or inadequate profits:** The business growth of the Company has been primarily driven by establishing new centres on our own and as well as through partnership arrangements and acquisitions. Each new centre that we establish goes through an initial ramp-up period during which period the operating expenses of the centre exceeds its revenue resulting in an operating loss. The commercial operations of some of the large cancer care centres are yet to fully mature and some of them are in the initial stages, thereby resulting in losses or inadequacy of profits. However, we expect these Centres to grow steadily and become key drivers to our future growth.

- (2) **Steps taken or proposed to be taken for improvement:** The Company is in the process of establishing its nationwide network for delivery of cancer care across the country. HCG operates the largest cancer care network in India in terms of the total number of cancer treatment centers. HCG's expansion model is based on partnership with local tertiary care centres or physician groups. The business growth of the Company has been primarily driven by establishing new centres on our own and as well as through partnership arrangements and acquisitions. Each new centre that we establish goes through an initial ramp-up period during which period the operating expenses of the centre exceeds its revenue resulting in an operating loss. The commercial operations of some of the large cancer care centres are yet to fully mature and some of them are in the initial stages, thereby resulting in losses or inadequacy of profits. However, we expect these Centres to grow steadily and become key drivers to our future growth. The Company though aggressively is in pursuit of setting up centres nationally, has chalked out an ambitious growth strategy to reach the neighbourhood of cancer patients across the eastern region, through its unique hub and spoke cancer care network model.

- (3) **Expected increase in productivity and profits in measurable terms:** HealthCare is increasingly becoming a prospective business segment promising return on investment. At the same time, with reduced costs and increasing income levels, more and more number of people are getting accessing to good HealthCare. Similarly, over a period Governments are coming out with Healthcare Schemes of different kind to make Healthcare accessible and affordable at different income levels. Considering these factors, the company is optimistic that it will increase its productivity and improve profits over a period of time.

IV. Additional Disclosures

Additional disclosures as required under Part II Section II (B) (IV) and Secretarial Standards for General Meetings (SS-2) are disclosed in the Board's Report under the heading "Corporate Governance" of the Company attached to the financial statements for the financial year ended March 31, 2018.

The resolution for proposed terms of remuneration and Explanatory statement in relation thereto may be treated as an abstract of the terms of contract under Section 190 of the Companies Act, 2013.

None of the Directors/KMP of the Company/their relatives, except Dr. B. S. Ramesh and his relatives who are shareholders in the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

The Audit and Risk Management Committee, Nomination and Remuneration Committee at their respective meetings held on May 21, 2018 and the Board of Directors of the Company at their meeting held on May 22, 2018, subject to the approval of the shareholders, have approved the enhancement of remuneration payable to Ms. Anjali Ajaikumar from ₹ 48,00,000 (Rupees Forty-Eight Lakh) per annum to ₹ 55,39,200 (Rupees Fifty-Five Lakh Thirty-Nine Thousand Two Hundred). Ms. Anjali Ajaikumar, holds office or place of profit in the Company as "Vice-President – Strategy & Quality", being a relative of Dr. B. S. Ajaikumar, Whole-time Director designated as Chairman & CEO of the Company, and such increase in remuneration requires approval of the shareholders. The increased remuneration is payable with effect from the i.e., May 22, 2018.

The disclosures pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting 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 ₹ 55,39,200 (Rupees Fifty-Five Lakh Thirty-Nine Thousand Two Hundred) 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.</p> <p>b) As a part of annual performance appraisal of employees, her performance was evaluated, and the Nomination and Remuneration Committee, The Audit and Risk Management Committee, at their respective meetings held on May 21, 2018 and the Board of Directors of the Company at their meeting held on May 22, 2018 have approved the enhancement of remuneration to ₹ 55,39,200 per annum (all inclusive), subject to the approval of the shareholders of the Company at the AGM, to be effective from May 22, 2018.</p> <p>c) 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>d) Within the overall limits of remuneration as set out in the resolution, the 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>e) The other terms & conditions and her remuneration proposed is set out in the resolution.</p>
Duration of the contract	Ms Anjali Ajaikumar is 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/KMP/their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7:

The Nomination and Remuneration Committee at their meeting held on May 21, 2018 and the Board of Directors of the Company at their meeting held on May 22, 2018, subject to the approval of the shareholders and the Central Government, have approved the enhancement of remuneration to Dr. B. S. Ajaikumar, Chairman & CEO, of the Company for the period from April 1, 2018 to June 30, 2019.

The details of the existing remuneration and the remuneration proposed are as under:

Present remuneration:

- a) Fixed remuneration (Cost to Company) of ₹ 1.90 Crore per annum (Rupees One Crore and Ninety Lakh) per annum.

- b) Variable remuneration of up to ₹ 3.00 Crore (Rupees Three Crore) per annum, based on the achievement of certain milestones, as detailed below:

Actual *EBITDA as a % of the approved budget for FY 2016-17	Variable Compensation Payable
Less than 90% of the budget	Nil
90% of the budget	0.6% of EBITDA
Between 90% and upto 100% of the budget	1.5% of EBITDA on a linear scale
Greater than budget	3% on the incremental EBITDA

Note:

- *1. EBITDA shall mean consolidated EBITDA, net of Minority Interest, computed at the end of every financial year on the basis of the Consolidated Audited Financials of the Company.
2. Only the EBITDA generated out of organic growth shall be considered for the first year.

Proposed remuneration:

- Fixed remuneration (Cost to Company) of ₹ 2.09 Crore (Rupees Two Crore and Nine Lakh) per annum.
- Variable remuneration, of up to ₹ 3.00 Crores (Rupees Three Crore) per annum, based on the achievement of certain milestones, which is as under:

Actual EBITDA* as a % of the approved Budget**	Variable Compensation Payable
Less than 90% of the Budget	Nil
90% of the Budget	0.6% of EBITDA
Between 90% and upto 100% of the budget	1.5% of EBITDA on a linear scale

(4) Financial performance based on given indicators (₹ in Million):

Standalone financials	2017-18	2016-17	2015-16
Total Income	6,027.92	5,517.51	4,732.08
Total Expenditure	4,981.39	4,623.64	4,027.79
EBITDA (before exceptional items)	1,046.53	893.87	704.29
Depreciation and Finance Charges	707.16	600.86	717.20
Exceptional item	29.35	-	44.67
Profit/(Loss) before tax	368.72	293.01	(57.58)
Profit/(Loss) after tax	248.90	194.84	(28.45)

Greater than Budget	3% on the incremental EBITDA
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Note:

- *1. EBITDA shall mean Consolidated EBITDA, net of Minority Interest, computed at the end of every financial year on the basis of the Consolidated Audited Financials of the Company. Only the EBITDA generated out of organic growth shall be considered for the first year.
- **2. Budget shall mean the Budget approved by the Board of Directors of the Company for the relevant financial year.

Considering the vast expertise, experience and the need to oversee various activities of the Company, the proposed remuneration is considered justifiable.

ADDITIONAL INFORMATION

As required under Section II of Part II of Schedule V of the Companies Act, 2013, the relevant information to be sent along with the notice calling the general meeting is given below:

I. General Information

- (1) Nature of industry:** HealthCare Global Enterprises Limited (HCG) headquartered in Bengaluru is the leading provider of speciality healthcare in India focussed on cancer. Our HCG cancer care network is the largest cancer care network in India in terms of the total number of comprehensive cancer centres in operation, the total number of new patient registrations and the total number of patients receiving radiation therapy.
- (2) Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.

- (5) **Export Performance:** The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2018 and March 31, 2017, is as under:

Particulars	For the year ended 31.03.2018 (₹)	For the year ended 31.03.2017 (₹)
Expenditure in Foreign Exchange		
Interest	1,492,871	2,841,133
Travel expenses	10,100,620	10,833,830
Repairs and maintenance :Machinery	-	23,205,150
Professional charges	21,998,301	24,600,351
Business promotion expenses	8,062,107	1,927,913
Rent	1,873,533	-
Total	43,527,432	63,408,377
Imports		
Capital Goods	323,243,296	20,978,447
Consumables	6,520,552	15,495,448
Earnings in foreign exchange		
Medical service income	345,935,979	361,565,939

- (6) **Foreign Investments or collaborators, if any:**

HealthCare Global Enterprises Limited had received ₹ 60 Crores from V-Sciences Investments Pte Ltd, a foreign Body Corporate, apart from the shareholding of Foreign Institutional Investors, Foreign Venture Capital Funds etc., who might have subscribed to the IPO or acquired shares in secondary market.

II. Information about the appointee, Dr. B. S. Ajaikumar-Chairman & CEO

- (1) **Background details:** Dr. B. S. Ajaikumar, aged 67 years is a radiation and medical oncologist with around 40 years of experience in the field of cancer care. Dr. B. S. Ajaikumar practiced as a consultant Doctor in the US, with specialisation in Oncology from the year 1979 till 2002 and successfully established oncology physician practices in Burlington, Iowa and later in Chicago, Illinois.

Dr. B. S. Ajaikumar has been a Director of our Company since March 7, 2000. He was appointed as the Chief Executive Officer with effect July 14, 2006. He holds a Bachelor's Degree in Medicine and Surgery from St. John's Medical College, Bengaluru, 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, M. D. Anderson Hospital and Tumour Institute, Houston, Texas, USA.

- (2) **Past remuneration:** Dr. B. S. Ajaikumar was appointed as Whole time Director, designated as Chairman & CEO on

July 14, 2006, at a consolidated monthly remuneration of ₹ 4 Lakhs. The remuneration was subsequently revised to ₹ 6.25 Lakhs per month, with effect from August 02, 2007. On June 16, 2010, the remuneration was enhanced to ₹ 1.20 Crores per annum. The Company, with effect from 01.01.2015 enhanced the remuneration to ₹ 1.5 Crores with a variable pay, up to ₹ 1.00 Crore per annum, based on the achievement of certain milestones and a Special allowance (One-time payment) – ₹ 52.50 Lakhs for FY 2014-15.

The Company, with effect from 01.04.2016 further enhanced the remuneration to ₹ 1.9 Crores with a variable pay, up to ₹ 3.00 Crore per annum, based on the achievement of certain milestones.

The Company has also secured necessary approvals for the same.

- (3) **Recognition or awards:** Dr. B. S. Ajaikumar is the Chairman of the International Human Development & Upliftment Academy (IHdua). He was awarded 'Face of the year 2006' by Modern Medicare. He has also received prestigious B. C. Roy Award from the Indian Science Monitor and Kannada Rajyotsava award from Government of Karnataka. Amongst several prestigious awards, he has also been conferred with Ernst and Young Entrepreneur of the Year Award 2011 for the start-up category in healthcare, CII Regional Emerging Entrepreneurs Award for the contribution made by our Company in the field of healthcare and CEO of the Year

at the Asian Healthcare Leadership Awards 2014.

(4) Job profile and his suitability: Dr. B. S. Ajaikumar is a radiation and medical oncologist with around 40 years of experience in the US and India in the field of cancer care and the management of cancer centres. Dr. B. S. Ajaikumar is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to all the business units of the Company. He was also responsible for placing HCG on an accelerated growth path, expand the organization and help evaluate and build network of centres across India. His vast experience and expert knowledge in the field of oncology, coupled with his strong resources management capability, makes him fully suitable for the position. He is the Promoter cum Chairman and CEO and has successfully completed Initial Public Offer of the company, through which the Company has raised about ₹ 252 crores.

(5) Remuneration proposed: Board of Directors recommend the revision of remuneration payable to Dr. B. S. Ajaikumar as under, with effect from April 01, 2018.

- a) Fixed remuneration (Cost To Company) of ₹ 2.09 Crore (Rupees Two Crore and Nine Lakhs) per annum.
- b) Variable remuneration, of up to ₹ 3.00 Crores (Rupees Three Crores) per annum, based on the achievement of certain milestones which is as under:

Actual EBITDA* as a % of the approved Budget**	Variable Compensation Payable
Less than 90% of the Budget	Nil
90% of the Budget	0.6% of EBITDA
Between 90% and upto 100% of the budget	1.5% of EBITDA on a linear scale
Greater than Budget	3% on the incremental EBITDA
<p>Note:</p> <p>*1. EBITDA shall mean Consolidated EBITDA, net of Minority Interest, computed at the end of every financial year on the basis of the Consolidated Audited Financials of the Company. Only the EBITDA generated out of organic growth shall be considered for the first year.</p> <p>**2. Budget shall mean the Budget approved by the Board of Directors of the Company for the relevant financial year.</p>	

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Given the size, complexity and uniqueness of the business of the Company and sheer knowledge driven nature of business, and also the profile of the position of Dr. B.S. Ajaikumar as given above, the proposed remuneration is in line with the remuneration prevalent in the industry. His profile also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Considering the fact that Oncology is a highly specialized branch of medicine, it is difficult to establish or obtain comparative details of similar doctors in other companies. However, keeping in mind his specialization and expertise in the field of Radiation and medical oncology and management of cancer centres and the onerous responsibilities of Dr. B. S. Ajaikumar, the Board of Directors considers that the remuneration proposed to be paid to him is justified and commensurate with other organisations of the similar type, size and nature in healthcare industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Dr. B. S. Ajaikumar is the promoter, Chairman & CEO and a major shareholder of the Company. He receives remuneration from the Company as a Whole-time Director. Ms. Anjali Ajaikumar, VP –Strategy and Quality is the daughter of Dr. B. S. Ajaikumar. Except for this, he has no other pecuniary relationship directly with the Company or relationship with the any other managerial personnel.

III. Other information

(1) Reasons of loss or inadequate profits: The business growth of the Company has been primarily driven by establishing new centres on our own and as well as through partnership arrangements and acquisitions. Each new centre that we establish goes through an initial ramp-up period during which period the operating expenses of the centre exceeds its revenue resulting in an operating loss. The commercial operations of some of the large cancer care centres are yet to fully mature and some of them are in the initial stages, thereby resulting in losses or inadequacy of profits. However, we expect these Centres to grow steadily and become key drivers to our future growth.

(2) Steps taken or proposed to be taken for improvement: HCG operates the largest cancer care network in India in

terms of the total number of cancer treatment centers. HCG's expansion model is based on partnership with local tertiary care centres or physician groups. The business growth of the Company has been primarily driven by establishing new centres on our own and as well as through partnership arrangements and acquisitions. Each new centre that we establish goes through an initial ramp-up period during which period the operating expenses of the centre exceeds its revenue resulting in an operating loss. The commercial operations of some of the large cancer care centres are yet to fully mature and some of them are in the initial stages, thereby resulting in losses or inadequacy of profits. However, we expect these Centres to grow steadily and become key drivers to our future growth. The Company though aggressively is in pursuit of setting up centres nationally, has chalked out an ambitious growth strategy to reach the neighbourhood of cancer patients across the eastern region, through its unique hub and spoke cancer care network model.

(3) Expected increase in productivity and profits in measurable terms.

Health care is increasingly becoming a prospective business segment promising return on investment. At the same time, with reduced costs and increasing income levels, more and more number of people are getting accessing to good Health care. Similarly, over a period Governments are coming out with Healthcare Schemes of different kind to make Healthcare accessible and affordable at different income levels.

Considering these factors, the company is optimistic that it will increase its productivity and improve profits over a period of time.

IV. Additional Disclosures

Additional disclosures as required under Part II Section II (B) (IV) and Secretarial Standards for General Meetings (SS-2) are disclosed in the Board's Report under the heading "Corporate Governance" of the Company attached to the financial statements for the financial year ended March 31, 2018.

The resolution for proposed revision in terms of remuneration and Explanatory statement in relation thereto may be treated as an abstract of the terms of contract under Section 190 of the Companies Act, 2013.

None of the Directors/KMP of the Company/their relatives, except Dr. B. S. Ajaikumar and his relatives who are shareholders

in the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 8:

The Company is in receipt of a request from Dr. B. Amarkumar, a member of Promoter Group of the Company, for reclassification from Promoter Group Category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015').

Details of his shareholding in the Company are as under:

Name of applicants classified under Promoter Group category	No. of Equity Shares held	% of Shareholding
Dr B Amarkumar	6,47,657	0.74

Dr. B. Amarkumar, aged about 70 years, is the brother of Dr. B. S. Ajaikumar, Promoter – Chairman & CEO of the Company and holds equity shares in the Company as stated in table given above.

The request made by Dr. B. Amarkumar is predicated on the following circumstances:

- a) Dr. B Amarkumar's existing shareholding in the Company is 647,657 shares comprising 0.74% shareholding in the company. This shareholding of Dr. B Amarkumar is less than 1% of the shareholding of the Company and does not confer any control over the Company;
- b) Dr. B Amarkumar has no involvement of any nature whatsoever in the management or affairs of the Company nor is Dr. B Amarkumar in any manner acting in concert is also not engaged in the management of the Company.
- c) Dr. B. Amarkumar is also a senior citizen and is not living in India. Hence the promoter related obligations and disclosures that would apply are proving to be considerably onerous and are causing a strain on him.
- d) Dr B Amarkumar does not directly or indirectly, exercise control, over the affairs of the Company and has never held at any time any position of Key Managerial Personnel in the Company. He does not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group and is not privy to any price sensitive information of the Company.

The request received from Dr B Amarkumar was placed before the Board at their meeting held on May 22, 2018. The Board of Directors have approved the request for reclassification of Dr B Amarkumar from Promoter Group Category to Public Category of the Company, subject to approval of shareholders and the Stock Exchanges.

On approval of the Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

In terms of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 8 of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives is not in any way, concerned or interested in the resolution, except for Dr. B S Ajaikumar, being a relative of Dr B. Amarkumar and to the extent of his equity holding, including that of his relatives in the Company. Your Directors commend the resolution for your approval.

ITEM NO. 9

The Board of Directors of the Company, at their meeting held on May 22, 2018, on recommendation by the Audit and Risk Management Committee, appointed M/s. M. Thimmarayaswamy & Co., Cost Accountants, as the cost auditors for the financial year 2018-19, at a remuneration of ₹ 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 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. 9 of the accompanying Notice.

By order of the Board

Date: August 09, 2018
Place: Bengaluru

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 Wednesday, September 26, 2018 at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRT Post, Bengaluru – 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 23rd September 2018**

End of e-voting: **Up to 25th September 2018**

The cut-off date (i.e. the record date) for the purpose of e-voting is 19th September 2018.

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 9th August 2018 for the AGM scheduled to be held on Wednesday, September 26, 2018 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 resolution mentioned in the Notice of the Annual General Meeting of the Company dated 9th August 2018.

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 printed above / 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 their 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 (corporate/FIs/FIIs/ 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:

1. Please use the User ID and initial password as provided above.
 2. 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 September 23, 2018 at 09.00 A.M. and ends on September 25, 2018 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, Practicing Company Secretary 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 and the resolution will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.

- H. The result 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 September 19, 2018. 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. 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: August 09, 2018
Place: Bengaluru

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,
Bengaluru – 560027, Karnataka, India.

Website: www.hcgel.com **E-mail:** investors@hcgoncology.com **Telephone:** +91-80-4020 6000, **Fax:** +91-80-4600 7748

ATTENDANCE SLIP

20th Annual General Meeting

26th day of September 2018

[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 20th Annual General Meeting of the Company on Wednesday, September 26, 2018 at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bengaluru – 560054 at 3.00 (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, Bengaluru – 560027, Karnataka, India.

Website: www.hcgel.com **E-mail:** investors@hcgoncology.com **Telephone:** +91-80-4020 6000, **Fax:** +91-80-4600 7748

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.....

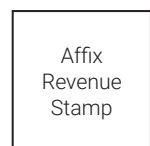
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Wednesday, September 26, 2018 at M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital, MSR Nagar, MSRIT Post, Bengaluru – 560054 at 3.00 (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, 2018
2	Re-appointment of Dr. Amit Varma, Director, who retires by rotation
3	Re-appointment of Dr. B. S. Ramesh, Director, who retires by rotation
4	Approve investments, giving loans, guarantees or security in connection with loans availed by body corporates in excess of limits prescribed under Section 186 (2) of Companies Act, 2013
5	Approve appointment of Dr. B. S. Ramesh, Director as Executive Director of the Company
6	Approve increase in remuneration of Ms. Anjali Ajaikumar, VP-strategy & quality, relative of Dr. B. S. Ajaikumar, Chairman & CEO
7	Approve increase in remuneration of Dr B S Ajaikumar, Chairman & CEO
8	Approve re-classification of Dr. B. Amarkumar from Promoter Group Category to Public Category
9	Ratification of remuneration payable to Cost Auditors for the year 2018-19

Signed this day of 2018

Signature of Shareholder

Signature of Proxy holder(s)



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.



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, Bengaluru – 560027, Karnataka, India.

Website: www.hcgel.com **E-mail:** investors@hcgoncology.com **Telephone:** +91-80-4020 6000, **Fax:** +91-80-4600 7748

ROUTE MAP – AGM VENUE

M. S. Ramaiah Memorial Hospital Auditorium, M. S. Ramaiah Memorial Hospital,
MSR Nagar, MSRIT Post, Bengaluru – 560054



