



May 07, 2020

National Stock Exchange of India Limited,
Compliance Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051,
Maharashtra, India

BSE Limited,
Compliance Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001,
Maharashtra, India

Dear Sir/Madam,

Subject : *Intimation of outcome of the meeting of the Board of Directors of HealthCare Global Enterprises Limited ("the Company") held on May 07, 2020*

Stock Code : *BSE – 539787, NSE – HCG*

Ref : *Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")*

Further to our letter dated May 03, 2020 and in accordance with Regulation 30 read with Schedule III of the SEBI Listing Regulations, we wish to inform you that the Board of Directors ("Board") of the Company at its Meeting held on this day, May 07, 2020, *inter alia* approved the following matters:

1) Increase of authorized share capital of the Company and consequent alteration of Capital Clause V of the Memorandum of Association of the Company:

Subject to approval of the shareholders, the Board has approved the increase of authorized share capital of the Company from INR 132,00,00,000 (Indian Rupees One Hundred Thirty Two Crore only) divided into 13,20,00,000 (Thirteen Crore Twenty Lakh) Equity shares of INR 10 (Indian Rupees Ten only) each to INR 200,00,00,000 (Indian Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 10 (Indian Rupees Ten only) each aggregating to INR 200,00,00,000 (Indian Rupees Two Hundred Crore only) and consequent alteration in Clause V of the Memorandum of Association of the Company relating to share capital of the Company.

2) Issue and allotment of following securities to Aceso Company Pte. Ltd ("Investor"), on a preferential basis ("Preferential Allotment"):

Subject to approval of the shareholders of the Company and such other regulatory/governmental approvals as may be required, the Board has approved to create, offer, issue and allot on preferential basis, the following securities to the Investor in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws:

- (i) in one or more tranches, upto 2,95,16,260 (Two Crore Ninety Five Lakh Sixteen Thousand Two Hundred and Sixty) Equity Shares of the Company of the face value of INR 10 (Indian Rupees Ten only) each ("Equity Shares") fully paid at a price not lower

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than the higher of: (a) INR 100 (Indian Rupees One Hundred only) (inclusive of face value of INR 10 each) per share; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for cash; and

- (ii) in one or more tranches, upto 2,25,67,073 (Two Crore Twenty-Five Lakh Sixty-Seven Thousand and Seventy-Three) Series A Warrants (“Series A Warrants”) convertible at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series A Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“Warrant Issue Price”) with a right to the Warrant Holder to apply for and be allotted 1 (One) Equity Share at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series A Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and with a face value of INR 10 (Indian Rupees Ten only) each of the Company (“Equity Shares”), within a period of 18 (Eighteen) months from the date of allotment of the Series A Warrants, or such longer period, if any, as may be permitted under applicable laws.

The details regarding the issuance of securities as required pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated 09 September 2015, are as in Annexure I to this letter.

3) *Issue and allotment of following securities to Dr. B.S. Ajaikumar, Promoter (“Promoter”), on a preferential basis (“Preferential Allotment”):*

Subject to approval of the shareholders of the Company and such other regulatory/governmental approvals as may be required, the Board has approved to create, offer, issue and allot on preferential basis, the following securities to the Promoter, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws:

- (i) in one or more tranches, upto 20,00,000 (Twenty Lakhs) Series B Warrants (“Series B Warrants”) convertible at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series B Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“Warrant Issue Price”) with a right to the Warrant Holder to apply for and be allotted 1 (One) Equity Share at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series B Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and with a face value of INR 10 (Indian Rupees Ten only) each of the Company (“Equity Shares”), within a period of 18 (Eighteen) months from the date of allotment of the Series B Warrants, or such longer period, if any, as may be permissible under applicable laws.

The details regarding the issuance of securities as required pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated 09 September 2015, are as in Annexure I to this letter.

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4) *Conduct of postal ballot for obtaining approvals from the shareholders of the Company*

The Board of Directors of the Company has approved conducting a postal ballot for seeking approval of the shareholders of the Company for the above three matters listed under Sl. No 1 to 3, and in this regard has appointed Mr. V. Sreedharan/Mr. Pradeep B. Kulkarni, Partners, V. Sreedharan and Associates, Practicing Company Secretaries to act as scrutinizers for conducting the postal ballot process and remote e-voting.

The meeting concluded at 3.00 P.M.

You are requested to kindly take the above on record.

Thanking you,

For HealthCare Global Enterprises Limited

A handwritten signature in blue ink, appearing to read 'Sunu Manuel'.

Sunu Manuel
Company Secretary & Compliance Officer



Annexure 1

Details regarding Preferential Allotment

1. ***Type of securities proposed to be issued (viz. Equity shares, convertibles etc.);***
 - (a) **To the Investor:** (i) Equity Shares of face value of INR 10 each of the Company ("Equity Share"); and (ii) Convertible Series A Warrants ("Series A Warrants") with a right exercisable by the Series A Warrants holder to subscribe to one Equity Share per Series A Warrant;
 - (b) **To the Promoter:** Convertible Series B Warrants ("Series B Warrants") with a right exercisable by the Series B Warrants holder to subscribe to one Equity Share per Series B Warrant;
2. ***Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);***

Preferential Allotment
3. ***Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);***
 - (a) **To the Investor:** (i) in one or more tranches upto 2,95,16,260 (Two Crore Ninety Five Lakh Sixteen Thousand Two Hundred and Sixty) Equity Shares of the Company of the face value of INR 10 (Indian Rupees Ten only) each ("Equity Shares") fully paid at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) (inclusive of face value of INR 10 each) per share; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for cash; and (ii) in one or more tranches, upto 2,25,67,073 (Two Crore Twenty-Five Lakh Sixty-Seven Thousand and Seventy-Three) Series A Warrants ("Series A Warrants") convertible at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series A Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("Warrant Issue Price") with a right to the Warrant Holder to apply for and be allotted 1 (One) Equity Share at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series A Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and with a face value of INR 10 (Indian Rupees Ten only) each of the Company ("Equity Shares"), within a period of 18 (Eighteen) months from the date of allotment of the Series A Warrants, or such longer period, if any, as may be permitted under applicable laws.
 - (b) **To the Promoter:** in one or more tranches, upto 20,00,000 (Twenty Lakhs) Series B Warrants ("Series B Warrants") convertible at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series B Warrant; or (b) the minimum price



prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“Warrant Issue Price”) with a right to the Warrant Holder to apply for and be allotted 1 (One) Equity Share at a price not lower than the higher of: (a) INR 100 (Indian Rupees One Hundred only) per Series B Warrant; or (b) the minimum price prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and with a face value of INR 10 (Indian Rupees Ten only) each of the Company (“Equity Shares”), within a period of 18 (Eighteen) months from the date of allotment of the Series B Warrants, or such longer period, if any, as may be permissible under applicable laws.

4. In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):

(a) names of the investors:

- (i) **Investor:** Aceso Company Pte. Ltd., a private company limited by shares, incorporated under the laws of Singapore, having its registered office at 38 Beach Road, #29-11 South Beach Tower Singapore 189767.
- (ii) **Promoter:** Dr B.S. Ajaikumar, having his permanent residence at No.850 (New No. 12), Park House, Mirza Road, Nazarbad, Mysore 570010, Karnataka, India.

(b) post allotment of securities - outcome of the subscription:

Details of Shareholders	Pre - Preferential Allotment		Post Preferential Allotment			
	No of shares	%	Post Preferential Allotment of Equity Shares	Post Preferential Allotment of Warrants and conversion of Warrants on or before 18 months	Total shareholding post Preferential Allotment	%
Investor	-	-	2,95,16,260	2,25,67,073	5,20,83,333	36.48
Dr B.S. Ajaikumar, Promoter	1,76,80,921	19.94	-	20,00,000	1,96,80,921	13.78
Other Promoters and members of Promoter Group (other than Dr Ajaikumar)	35,13,911	3.96			35,13,911	2.46
Other Shareholders	6,74,95,797	76.10			6,74,95,797	47.28
Total	8,86,90,629	100.00			14,27,73,962	100.00



Notes:

- A. The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequent allotment of the Equity Shares of the Company.
- B. In the event any of the ESOPs are exercised and shares of the Company are allotted pursuant to the exercise of ESOPs between the date of this intimation and the date of allotment of Equity Shares to the Investor and to the Promoter, the shareholding pattern shall stand modified accordingly.
- C. This excludes the future secondary purchases if any that would be made by the Investor or the Promoter.
- D. The price has been fixed in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

(c) in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;

The Series A Warrant holder and Series B Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the warrants, or such longer period, if any, as may be permissible under applicable laws, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. An amount equivalent to 25% of the warrant issue price, or such lower proportion, if any, as required under applicable laws, shall be payable at the time of subscription and allotment of each Series A Warrant and Series B Warrant, and the balance shall be payable by the warrant holder on the exercise of the warrant(s), subject to and in accordance with applicable laws.