



August 12, 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 Sirs,

Subject : *Recommendation of Committee of Independent Directors pursuant to Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 (“SEBI SAST Regulations”).*

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

Reference : *Open Offer for acquisition of up to 32,613,192 fully paid up equity shares of face value of INR 10/- each of HealthCare Global Enterprises Limited (“Company” or “Target Company”) from the public shareholders of the Target Company, by Aceso Company Pte. Ltd (“Acquirer”) together with Aesco Investment Holdings Pte. Ltd., CVC Capital Partners Asia V.L.P., CVC Capital Partners Investment Asia V.L.P and CVC Capital Partners Asia V Associates L.P (Together, the “PACs”) (“Open Offer”)*

With respect to the captioned matter and in accordance with the Regulation 26(7) of the SEBI SAST Regulations, the Committee of Independent Directors of the Company (“**IDC**”), has provided its written recommendation in relation to the Open Offer, in the prescribed format. The said recommendation has been published on the August 12, 2020, in the following newspapers:

- (i) Financial Express, English national daily, all editions;
- (ii) Jansatta, Hindi national daily, all editions;
- (iii) Vishwavani, Kannada Daily, all editions; and
- (iv) Navshakti, Marathi daily, Mumbai edition

We are sending a copy of the recommendation of the IDC published in the above mentioned newspaper publications to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and JM Financial Limited (the Manager to the Open Offer) as required under the SEBI SAST Regulations.

This is also made available on the Company’s website www.hcgel.com

Kindly take this on record and acknowledge receipt of this intimation.

Thanking you,
For **HealthCare Global Enterprises Limited**



Sunu Manuel
Company Secretary and Compliance Officer



adding life to years

HEALTHCARE GLOBAL ENTERPRISES LIMITED

Regd Off: HCG Towers, # 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027

CIN: L15200KA1998PLC023489; Phone: +91-80-4660 7700, Fax: +91-80-4660 7749

Email: investors@hcgel.com; Website: www.hcgel.com

Recommendations of the Committee of Independent Directors (“**IDC**”) of HealthCare Global Enterprises Limited (“**The Target Company**”) to the shareholders of the Target Company in relation to the Open Offer (hereinafter defined) made by Aceso Company Pte. Ltd. (“**Acquirer**”) along with Aceso Investment Holdings Pte. Ltd. (“**PAC 1**”), CVC Capital Partners Asia V L.P. (“**PAC 2**”), CVC Capital Partners Investment Asia V L.P (“**PAC 3**”) and CVC Capital Partners Asia V Associates L.P. (“**PAC 4**”) (hereinafter PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as the “**PACs**”), in their capacity as the persons acting in concert with the Acquirer, pursuant to Regulation 26(7) of Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“**SEBI SAST Regulations**”).

1.	Date	10 August 2020
2.	Name of the Target Company (TC)	HealthCare Global Enterprises Limited
3.	Details of the Offer pertaining to TC	<p>The Open Offer is being made by the Acquirer along with the PACs to the public shareholders of the Target Company under Regulation 3 (1), Regulation 4 and other applicable regulations of SEBI SAST Regulations for acquisition of up to 32,613,192 fully paid-up equity shares of face value of INR 10 each (“Equity Shares”) from the public shareholders of the Target Company, representing 26.00% of the Expanded Voting Share Capital (as defined in the Offer Documents) at a price of INR 130/- per Equity Share (the “Offer Price”) aggregating to total consideration of INR 4,239,714,960 payable in cash.</p> <p>Public Announcement dated June 04, 2020 (“the PA”), the Detailed Public Statement dated June 10, 2020 published on June 11, 2020 (“the DPS”), Draft Letter of Offer dated June 18, 2020 (“the DLoF”) and the Letter of Offer dated August 05, 2020 (“the LoF”) (PA, DPS, DLoF and LoF collectively referred to as Offer Documents) issued by JM Financial Limited, the Manager to the Open Offer (“the Manager”) on behalf of the Acquirer and PACs.</p>
4.	Name(s) of the acquirer and PACs with the acquirer	<p>Acquirer</p> <p>(i) Aceso Company Pte. Ltd.</p> <p>Persons Acting in Concert</p> <p>(i) Aceso Investment Holdings Pte. Ltd. (“PAC 1”)</p> <p>(ii) CVC Capital Partners Asia V L.P. (“PAC 2”),</p> <p>(iii) CVC Capital Partners Investment Asia V L.P (“PAC 3”) and</p> <p>(iv) CVC Capital Partners Asia V Associates L.P. (“PAC 4”)</p>
5.	Name of the Manager to the offer	<p>JM Financial Limited</p> <p>7th Floor, Nergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, India.</p> <p>Tel: +91 22 6630 3030 / +91 22 6630 3262</p> <p>Fax: +91 22 6630 3330</p> <p>Email: hcg.offer@jmf.com</p> <p>Website: https://www.jmf.com</p> <p>Contact Person: Ms. Prachee Dhuri</p> <p>SEBI Registration Number: INM00010361</p> <p>CIN: L67120MH1986PLC038784</p>
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	<p>(i) Dr. Sudhakar Rao, Chairperson</p> <p>(ii) Mr. Shanker Annaswamy, Member</p> <p>(iii) Mrs. Bhushani Kumar, Member</p>
7.	IDC Member’s relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	IDC Members are Non-Executive Independent Directors of the Target Company. None of the IDC Members holds any equity shares or other securities or has entered into any other contract/relationship with the Target Company except as directors on the board of the Target Company and as member(s)/chairperson(s) of the board committees.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC Members has traded in equity shares/other securities of the Target Company, during the period of 12 months prior to the date of PA and since then till the date of this recommendation.
9.	IDC Member’s relationship with the Acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members: <ul style="list-style-type: none"> (i) is a director of the Acquirer or PACs; (ii) holds any equity shares/other securities in the Acquirer or PACs or; (iii) has any other contracts/relationship with the Acquirer or PACs.
10.	Trading in the Equity shares/other securities of the acquirer or PACs by IDC Members	None of the IDC Members has traded in equity shares/other securities of the Acquirer or PACs, during the period of 12 months prior to the date of PA and since then till the date of this recommendation.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	IDC is of an opinion that the Offer Price is in accordance with the SEBI SAST Regulations and is fair and reasonable.
12.	<p>Summary of reasons for recommendation</p> <p>(IDC may also invite attention to any other place, e.g. company’s website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)</p>	<p>IDC has perused the PA, DPS, DLoF, LoF issued in relation to the Open Offer by the Manager to the Open Offer on behalf of the Acquirer and the PACs, and particularly noted the following, while making the recommendation:</p> <p>(i) the equity shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations.</p> <p>(ii) the volume weighted average market price per Equity Share for a period of 60 (sixty) trading days immediately preceding the date of the PA as traded on the National Stock Exchange of India Limited (“NSE”) during such period and such shares being frequently traded is INR 92.27. The maximum volume of trading in the shares of the Target Company for a period of 60 trading days immediately preceding the date of the PA has been recorded on the NSE.</p> <p>(iii) The highest negotiated price per Equity Share of the Target Company for any acquisition under an agreement attracting the obligation to make a PA of an Open Offer i.e. the price per share under the Investment Agreement is INR 130.</p> <p>Based on the above, the IDC is of an opinion that the Offer Price of INR 130 per equity share is in compliance with the SEBI SAST Regulations and hence is fair and reasonable.</p> <p>The public shareholders of the Target Company are, however, advised to independently evaluate the Open Offer and take informed decision whether or not to tender their shares in the Open Offer.</p> <p>This statement of recommendation will also be available on the website of the Target Company at www.hcgel.com</p>
13.	Details of Independent Advisors, if any.	None
14.	Any other matter(s) to be highlighted	None.

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI SAST Regulations.

For and on behalf of the Committee of Independent Directors of
HealthCare Global Enterprises Limited

Sd/-

Date: August 10, 2020
Place: Bangalore

Dr. Sudhakar Rao
Chairman of the IDC
DIN 00267211