



May 31, 2019

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,

Sub: Notice of the Extraordinary General Meeting (“EGM”) of the members of HealthCare Global Enterprises Limited (“the Company”) and Remote E-Voting
Stock Code: BSE – 539787, NSE - HCG
Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our intimations dated 23rd May 2019, informing the Stock Exchanges about the issuance of equity shares of the Company to Dr. Kunnathu Philipose Geevarghese, a clinician based in Louisville, KY, USA, on Preferential Allotment basis; we would like to inform you that, the EGM for seeking the approval of the members of the Company in this regard, will be held on Monday, the 24th day of June 2019 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru - 560027, Karnataka.

We hereby enclose a copy of the Notice calling EGM (“**Notice**”).

The Notice, along with other documents as required, have been sent to the members of the Company, whose names appear in the Register of Members/Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on 24th May 2019.

The Cut-Off date for determining the eligibility of shareholders for voting through remote e-voting and voting at the EGM, is Monday, 17th June 2019.

The Company has engaged the services of Karvy Fintech Private Limited for the purpose of providing e-voting facility to all its Members. The voting period commences on Friday, 21st June 2019 (9.00 A.M. IST) and ends on Sunday, 23rd June 2019 (5.00 P.M. IST), after which remote e-voting will not be allowed.

The Notice is also available on the website of the Company: 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 & Compliance Officer

HealthCare Global Enterprises Limited

HCG Tower, # 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bangalore - 560027.

080 33669999 | info@hcgoncology.com | www.hcgoncology.com | CIN : L15200KA1998PLC023489



adding life to years

HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

Registered Office: HCG Towers, No. 8, P Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka, India

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road, Bangalore – 560027 Karnataka

India, **Website:** www.hcgel.com **E-mail:** investors@hcgoncology.com

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the members of HealthCare Global Enterprises Limited (“the Company”), will be held on Monday, the 24th day of June 2019, at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027, at 3.00 P.M to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

Issue of equity shares on preferential allotment/private placement basis to Dr. Kunnathu Philipose Geevarghese.

“RESOLVED THAT pursuant to: (i) the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of Companies Act 2013, (“CA, 2013”) read with the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) which deals with Preferential Issue, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended from time to time, SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011, to the extent applicable, Foreign Exchange Management Act, 1999, Notification No. FEMA 20(R)/ 2017-RB dated November 07, 2017, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, (ii) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory/ regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer, allot and deliver in one or more tranches upto 7,10,526 (Seven Lakh Ten Thousand Five Hundred and Twenty Six) Equity Shares of the Company of the face value of INR. 10 (Indian Rupees Ten) each (“Equity Shares”) fully paid at a price of INR 285 (Indian Rupees Two Hundred and Eighty Five) (inclusive of face value of INR 10 each per share) in aggregate and upto INR 20,24,99,910 (Indian Rupees Twenty Crore Twenty Four Lakh Ninety-Nine Thousand Nine Hundred and Ten only) for cash, to the following subscriber:

Subscriber	Category	Consideration
Dr. Kunnathu Philipose Geevarghese, PAN: AOEPG5315G, Address: 3113, Arden Road, Louisville, KY 40222-5969, USA	Non-promoter/ Public (OCI Cardholder)	Cash consideration aggregating upto INR 20,24,99,910

(hereinafter referred to as “Subscriber”), on a preferential basis.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date”

for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be the date falling 30 (thirty) days prior to the date of passing the Special Resolution at an Extraordinary General Meeting to approve the preferential issuance and allotment of Equity Shares.

RESOLVED FURTHER THAT the allotment of Equity Shares of the Company pursuant to this resolution to the Subscriber shall be on such terms and conditions as may be determined by the Board in accordance with the CA, 2013 and the ICDR Regulations including but not limited to the following:

- a) The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority / Stock Exchanges / the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- b) The Equity Shares so offered and allotted to the Subscriber shall be in dematerialised form.
- c) The Equity Shares being allotted to the Subscriber shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited ('BSE'), National Stock Exchange of India Limited ('NSE') and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects including dividend.
- d) The Equity Shares shall remain locked-in from the date of receipt of trading approvals and for such periods as specified under Part V of Chapter V of the ICDR Regulations.
- e) The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their consent or approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Dr. B. S. Ajaikumar, Chairman of the Board and CEO, , Dr B. S. Ramesh, Executive Director, Mr. Srinivasa V. Raghavan, CFO and Ms. Sunu Manuel, Company Secretary of the Company, be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance, trading and listing of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**By order of the Board
For HealthCare Global Enterprises Limited**

Date: May 25, 2019
Place: Bangalore

Sd/-
Sunu Manuel
Company Secretary

NOTES:

1. Proxy in the prescribed Form No. MGT - 11 is enclosed herewith. All alterations made in the form of proxy should be initialled.
2. 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 holding the meeting.
3. An Explanatory Statement for the proposed Resolution pursuant to Section 102 read with Section 108 of the CA, 2013 along with applicable Rules thereunder setting out material facts forms part of this Notice.
4. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard in English and (ii) Vijayawani, Kannada newspaper having wide circulation in the district where the registered office of the Company is situated.
5. 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 EGM at least 48 hours before the meeting.
6. 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.
7. Members/proxies are requested to kindly take note of the following:
 - (i) Copies of the Notice 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 correspondences with the Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.
8. In compliance with the provisions of Section 108 of the CA, 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 the resolution set forth in this notice, through e-voting services provided by Karvy Fintech Private Limited.
9. The shareholders who wish to exercise their vote using remote e-voting, are requested to carefully go through the instructions for E-voting annexed to this Notice.
10. The Notice of the meeting is being sent to all the shareholders whose names appear in the records of the Company as on May 24, 2019.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the CA, 2013 are available for inspection at the Registered Office of the Company during normal business hours on all working days up to the date of the EGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the CA, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 of the CA, 2013, will be made available for inspection by members of the Company at the meeting.
12. 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.

13. The CA, 2013 and the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of all communications 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, notice for EGM 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.
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. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on 17th day of June 2019.
16. The facility for physical voting through Ballot Paper/ Instapoll 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/ Instapoll'.
17. 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
For HealthCare Global Enterprises Limited**

Date: May 25, 2019
Place: Bangalore

Sd/-
Sunu Manuel
Company Secretary

Voting through Electronic Means (E-Voting Facility)

Pursuant to the provisions of Section 108 of the CA, 2013 read with the Rules thereunder and Regulation 44 of LODR Regulations, the Company is offering e-voting facility to its members in respect of the business to be transacted at the EGM scheduled to be held on Monday, the 24th day of June 2019 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore - 560027.

The Company has engaged the services of M/s. Karvy Fintech Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:

Commencement of e-voting: From 21st day of June 2019 at 9.00 a.m.

End of e-voting: Up to 23rd day of June 2019 at 5.00 p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 17th day of June 2019.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice for the EGM scheduled to be held on 24th day of June 2019 which is enclosed herewith and is also made available on the website of the Company, www.hcgel.com. Attention is invited to the Explanatory 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 EGM of the Company.

Procedure and instructions for e-voting

- A. Members who received the Notice through e-mail from Karvy:
 - i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>'.
 - ii. 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

- iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach Password Change Menu wherein you are required to mandatorily change the 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.
 - v. After changing password, you need to login again with the new credentials.
 - vi. On successful login, the system will prompt to select the “Event” i.e., HealthCare Global Enterprises Limited.
 - vii. 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.
 - viii. 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.
 - ix. Corporate/Institutional Members (Corporates/FIs/FIIs/Trusts/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/courier:**
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.** 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 EGM.
- E.** Mr. V. Sreedharan (FCS), failing whom Mr. Pradeep B. Kulkarni (FCS), Partners, M/s. V. Sreedharan and Associates, Company Secretaries have been appointed as Scrutinizers for conducting the e-voting process and voting at the meeting in accordance with the 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 result of voting will be announced by the Chairman of the EGM at or after the EGM and the resolution will be deemed to have been passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolution.

- G.** 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 conclusion of EGM.
- H.** The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 17th day of June 2019. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- I.** In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. Ganesh Chandra Patro, Sr. Manager, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : einward.ris@karvy.com, Phone : 040-67161526.
- J.** Members who have acquired shares after the dispatch of the Notice and before the Cut-off date may obtain the user ID by approaching Mr. Ganesh Chandra Patro, Sr. Manager, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67161526, for issuance of the user ID and password for exercising their right to vote by electronic means.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Issue of Equity Shares to the Subscriber on a Preferential Allotment / Private Placement Basis

Subscriber	Category	Consideration
Dr. Kunnathu Philipose Geevarghese, PAN: AOEPG5315G, Address: 3113, Arden Road, Louisville, KY 40222-5969, USA	Non-promoter/Public (OCI Cardholder)	Cash consideration aggregating upto INR 20,24,99,910

The Company proposes to make a preferential allotment of Equity Shares to Dr. Kunnathu Philipose Geevarghese, having permanent account number: AOEPG5315G, residing at 3113, Arden Road, Louisville, KY 40222-5969, USA; (hereinafter referred to as "Subscriber"), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on May 23, 2019.

Approval of the members by way of Special Resolution Resolution is required *inter alia* in terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018("ICDR Regulations"), as amended.

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of upto 7,10,526 (Seven Lakh Ten Thousand Five Hundred and Twenty Six) Equity Shares of the Company of the face value of INR 10 (Indian Rupees Ten) each ("Equity Shares") fully paid at a price of INR 285 (Indian Rupees Two Hundred and Eighty Five) (inclusive of face value of INR 10 per share) in aggregate and upto INR 20,24,99,910 (Indian Rupees Twenty Crore Twenty Four Lakh Ninety-Nine Thousand Nine Hundred and Ten only) for cash on a preferential basis to the Subscriber, entitling the Subscriber to subscribe to and be allotted the Equity Shares, no later than 15 (fifteen) days from the date of passing of this Special Resolution by the members.

Pursuant to Regulation 160(c) of the ICDR Regulations, the allotment shall be made only in dematerialized form.

Full consideration on allotment of shares shall be paid by the allottee before allotment of shares.

The consideration for allotment of Equity Shares shall be paid to the Company from the Bank Account of the Subscriber.

The Equity Shares issued pursuant to preferential allotment shall rank *pari-passu* in all respects including with respect to dividend, with the then fully paid up equity shares of the Company.

The Subscriber has represented that the Subscriber does not have any pre-preferential allotment shareholding and has not sold any equity shares of the Company during the 6 months preceding the Relevant Date.

In terms of the provisions of the CA, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the ICDR Regulations, the relevant disclosures / details are given below:

- Objects of the Preferential Issue:** The proceeds from the preferential issue of Equity Shares shall inter-alia be utilized to fund the capital requirements of the upcoming cancer centres.
- Maximum number of securities to be issued:** It is proposed to issue and allot upto 7,10,526 (Seven Lakh Ten Thousand Five Hundred and Twenty Six) Equity Shares of the Company of the face value of INR 10 (Indian Rupees Ten) each ("Equity Shares") fully paid at a price of INR 285 (Indian Rupees Two Hundred and Eighty Five) (inclusive of face value of INR 10 each per share) in aggregate and upto INR 20,24,99,910 (Indian Rupees Twenty Crore Twenty Four Lakh Ninety-Nine Thousand Nine Hundred and Ten only) for cash.
- Terms of Issue of the Equity Shares, if any:** The Equity Shares allotted in terms of this resolution shall rank *pari-passu* with existing equity shares of the Company in all respects including dividend.
- Relevant Date:** The relevant date as per the ICDR Regulations for the determination of the price per equity

share pursuant to the preferential allotment would be May 24, 2019, as May 25, 2019 is a weekend/holiday and is the 30th day prior to the date of passing of Special Resolution at the EGM to be held on June 24, 2019, to approve the proposed preferential issue. Hence May 24, 2019 is considered as the Relevant Date for the purpose of the preferential allotment of Equity Shares.

5. **Pricing of Preferential Issue:** The Equity Shares will be issued at a price of INR 285 per equity share (including a premium of INR 275 per share) which is not lower than the price determined in terms of Regulation 164 of the ICDR Regulations.
6. **Basis on which the price has been arrived at:** The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. For the purpose of computation of the price per equity share, National Stock Exchange of India, the stock exchange which has the highest trading volume in respect of the equity shares of the Company, during the preceding twenty-six weeks prior to the relevant date has been considered.
7. In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:
 - a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
 - b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share of INR 285/-per equity share is higher than the price of INR 199.20 which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

8. **Intent of Promoters / Directors / Key Managerial Personnel to subscribe to the offer:**
None of the Promoters, Directors or Key Managerial Personnel intend to subscribe to the proposed issue.
9. **The class or classes of persons to whom the allotment is proposed to be made:**
The allotment is proposed to be made to the category of non-promoters.
10. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottee, the percentage of post preferential issue share capital that may be held by them and change in control, if any:

Details of Subscriber	Category of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
Dr. Kunnath Philipose Geevarghese, PAN: AOEPG5315G, Address: 3113, Arden Road, Louisville, KY 40222-5969, USA	Non-Promoter/ Public (OCI Cardholder)	0.00	7,10,526	0.80	Self

Identity of the natural persons who are the ultimate beneficial owners of the shares: Dr. Kunnathu Philipose Geevarghese being an individual shareholder, is the beneficial owner.

Notes:

- i) *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 notice and the date of allotment of Equity Shares to the Subscriber, the shareholding pattern shall stand modified accordingly.*

ii) The shareholding as shown in post issue is calculated assuming that all 7,10,526 shares are allotted to the Subscriber.

iii) For details of holding of Promoter / Promoter Group, please refer to shareholding pattern provided herein below.

11. Shareholding pattern of the Company before and after the preferential issue:

Sl. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A.	Promoter & Promoter Group				
1.	Indian : (Individuals)	2,11,94,832	24.11	2,11,94,832	23.91
	Sub Total				
2.	Foreign :	-	-	-	-
	Sub Total (A)				
	Total Promoter Group shareholding	2,11,98,432	24.11	2,11,98,432	23.91
B.	Public				
1.	Institutions				
a.	Mutual Funds	1,31,25,429	14.93	1,31,25,429	14.81
b.	Foreign Portfolio Investors	2,85,80,422	32.51	2,85,80,422	32.25
c.	Financial Institutions/Banks	12,087	0.01	12,087	0.01
d.	Overseas Corporate Bodies	83,20,805	9.46	83,20,805	9.39
e.	Alternate Investment Funds	13,11,667	1.49	13,11,667	1.48
2.	Non-Institutions				
a.	Resident Individuals	61,83,793	7.03	61,83,793	6.98
b.	Trusts	23,06,917	2.62	23,06,917	2.60
c.	Non Resident Indians	4,68,014	0.53	4,68,014	0.53
d.	Non Resident Indians - Non Repatriable	11,60,024	1.32	11,60,024	1.31
e.	Clearing Members	4,394	0.00	4,394	0.00
f.	Body Corporates	31,43,110	3.57	31,43,110	3.55
g.	Directors & their relatives	19,29,675	2.19	19,29,675	2.18
h.	HUF	57,894	0.07	57,894	0.07
i.	Employees	1,22,470	0.14	1,22,470	0.14
j.	Subscriber (OCI card holder)	0	0	7,10,526	0.80
	Sub Total (B)	6,67,26,701	75.89	6,74,37,227	76.09
	Total Public Shareholding				
	GRAND TOTAL (A+B)	8,79,21,533	100.00	8,86,32,059	100.00

Notes:

i) The pre-issue shareholding pattern is as on May 24, 2019

ii) 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 notice and the date of allotment of Equity Shares to the Subscriber, the shareholding pattern shall stand modified accordingly; and

iii) The shareholding as shown in post issue is calculated assuming that all 7,10,526 shares are allotted to the Subscriber.

12. Proposed time frame within which the allotment shall be completed: As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the Special Resolution by the shareholders granting consent

for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority/Stock Exchange or the Central Government, within 15 days from the date of such approval(s), as the case may be.

13. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

14. Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the Equity Shares.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

16. Lock in period: The Equity Shares under the proposed preferential issue shall be subject to a lock-in period as per the requirements of ICDR Regulations, as applicable to persons other than promoters and promoter group. .

17. Auditors certificate: A certificate from M/s. BSR & Co. LLP, Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations will be placed before the shareholders at the EGM.

18. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are wilful defaulters and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

19. Listing: The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity Shares being issued on preferential basis to the Subscriber. Such Equity Shares, once allotted, shall rank pari- passu with the existing equity shares of the Company in all respects, including dividend.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution as set out in this notice for the issue of Equity Shares by way of Special Resolution for your approval.

None of the Directors, Promoters, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution, except to the extent of their shareholding in the Company, if any.

**By order of the Board
For HealthCare Global Enterprises Limited**

Sd/-
**Sunu Manuel
Company Secretary**

Date: May 25, 2019

Place: Bangalore



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, Bangalore – 560027 Karnataka India, **Website:** www.hcgel.com **E-mail:** investors@hcgoncology.com

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

ATTENDANCE SLIP

Extraordinary General Meeting

Monday, 24th day of June 2019

[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 Extraordinary General Meeting of the Company on Monday, the 24th day of June 2019 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027 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, Bangalore – 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: :

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 Extraordinary General Meeting of the Company, to be held on Monday, the 24th day of June 2019 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore - 560027 at 3.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Agenda
1	Issue of equity shares on preferential allotment/private placement basis to Dr. Kunnathu Philipose Geevarghese

Signed this day of 2019

Signature of Shareholder_____

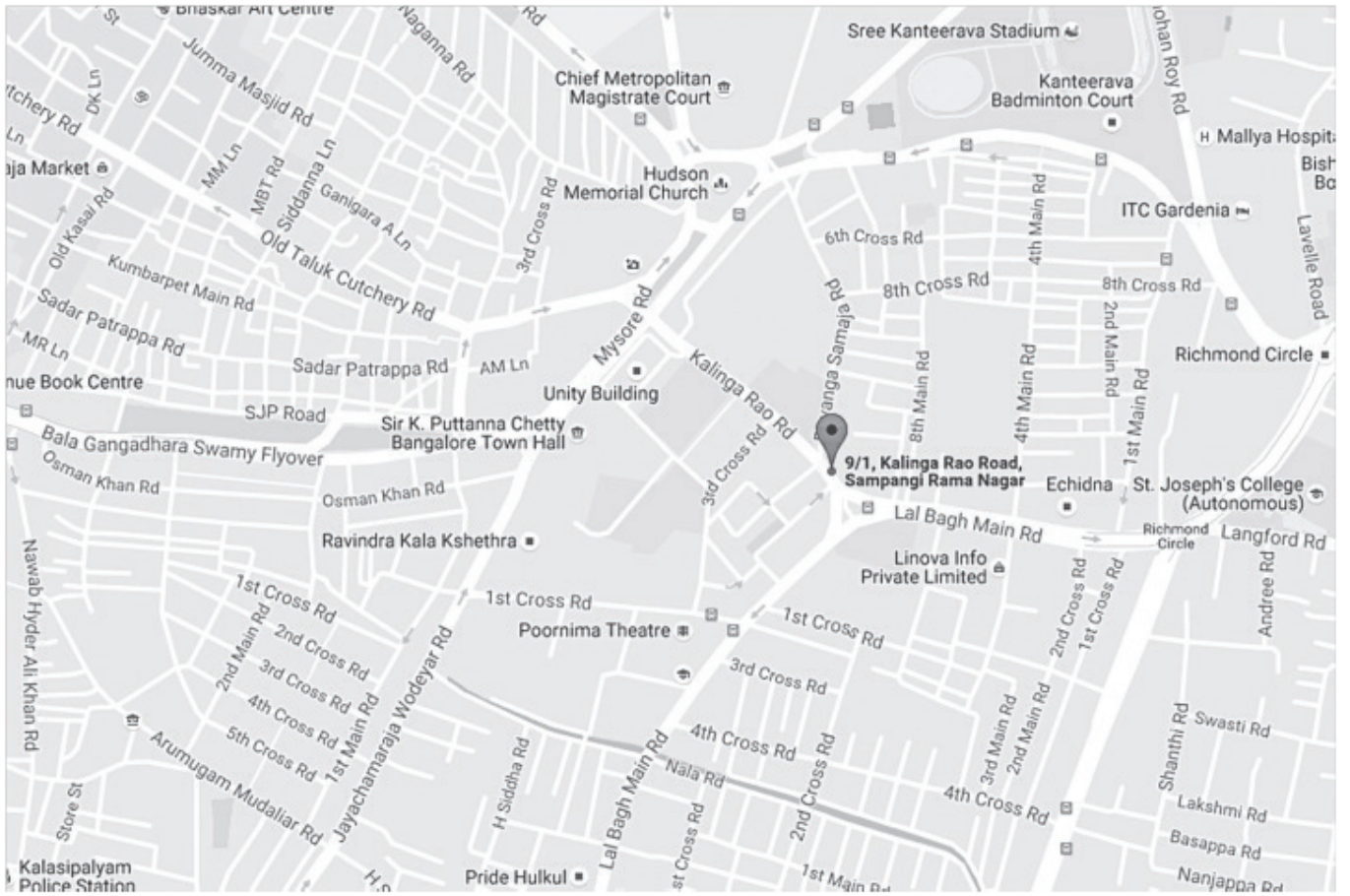
Signature of Proxy holder(s)_____



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.

ROUTE MAP - EGM VENUE

No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore - 560027



THIS PAGE IS INTENTIONALLY LEFT BLANK