



July 11, 2025

**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 : Postal Ballot Notice**

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

**Reference : Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")**

Pursuant to Regulation 30 of SEBI LODR Regulations, please find enclosed a copy of the Postal Ballot Notice dated July 09, 2025 ("Postal Ballot Notice"), together with the Explanatory Statement, that is being sent to the shareholders, for seeking their approval for the below resolutions:

Sl. No	Description of Resolutions
01.	Appointment and re-designation of Dr. B.S. Ajaikumar (DIN: 00713779) as Non-Executive Director and Chairman of the Board of Directors of the Company.
02.	Appointment of Mr. Akshay Tanna (DIN: 02967021) as Director (Non-Executive and Non-Independent) of the Company.
03.	Appointment of Ms. Simrun Mehta (DIN: 09118938) as Director (Non-Executive and Non-Independent) of the Company.
04.	Appointment and re-designation of Mrs. Anjali Ajaikumar Rossi (DIN: 08057112) as Non-Executive Director of the Company.
05.	Adoption of amended Articles of Association of the Company.
06.	Approval of the terms and execution of the consultancy agreement with Dr. B.S. Ajaikumar.
07.	Approval of the terms and execution of the consultancy agreement with Mrs. Anjali Ajaikumar Rossi.
08.	Appointment of Dr. Manish Mattoo (DIN: 08431924) as Director (Executive Director) of the Company.
09.	Appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director of the Company.

Pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued

### 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



by the Ministry of Corporate Affairs, Government of India, (“MCA Circulars”) SEBI LODR Regulations, the Postal Ballot Notice is being sent only by electronic mode to the shareholders whose names appear on the Register of shareholders/list of Beneficial Owners as on Monday, July 07, 2025 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories.

As per the provisions of MCA Circulars, shareholders can vote only through the remote e-voting process. In accordance with the provisions of MCA Circulars, the Company has made necessary arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent, for providing remote e-voting facility to all its shareholders. The remote e-voting will commence at 9:00 a.m. on Saturday, July 12, 2025, and end at 5:00 p.m. on Sunday, August 10, 2025. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. The results of postal ballot (through the remote e-voting process) will be declared, along with Scrutinizer’s Report, by the Chairman/Company Secretary of the Company on or before Tuesday, August 12, 2025, and will also be made available on the website of the Company [www.hcgoncology.com](http://www.hcgoncology.com) besides being communicated to Stock Exchanges, Depositories and Registrar and Transfer Agents.

The Postal Ballot Notice and a copy of the articles of association with the proposed amendments is available on the Company’s website at <https://www.hcgoncology.com/investor-relations>.

Thank you,

For **HealthCare Global Enterprises Limited**,

**Sunu Manuel**  
**Company Secretary & Compliance Officer**

Encl: As above

#### **HealthCare Global Enterprises Limited**

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

080 33669999 | [info@hcgoncology.com](mailto:info@hcgoncology.com) | [www.hcgoncology.com](http://www.hcgoncology.com) | CIN : L15200KA1998PLC023489



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:** <https://www.hcgoncology.com/>**E-mail:** [investors@hcgel.com](mailto:investors@hcgel.com)**Telephone:** +91-80-4660 7700

## NOTICE OF POSTAL BALLOT

**Dear Shareholders,**

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and as amended from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed for approval of the Shareholders of HealthCare Global Enterprises Limited (the “**Company**”) through postal ballot (“**Postal Ballot**”) and electronic voting (“**e-voting**”).

The explanatory statement pursuant to Sections 102, 108, 110 of the Act, rules made thereunder, the MCA Circulars and other applicable provisions, if any, of the Act pertaining to the resolution as included in the Notice of Postal Ballot (“**Notice**” or “**Postal Ballot Notice**”), setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, on May 30, 2025 and June 30, 2025 has appointed Mr. V. Sreedharan, (FCS 2347; CP 833) and in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835), partners of M/s V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, a hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid

business reply envelope will not be sent to the members for this Postal Ballot

In compliance with SEBI LODR Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Company is providing remote e-voting facility to its Shareholders (also referred to as “**Members**”) for voting on the resolutions contained in this Notice. The Members can vote on such resolutions through remote e-voting facility only. Assent or dissent of the Members on the resolutions mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars.

In compliance with Regulation 44 of SEBI LODR Regulations, and the provisions of Section 108 and 110 of the Act read with the applicable rules thereunder, SS-2 as amended from time to time, and in accordance with MCA circulars, Shareholders have been provided with remote e-voting facilities arranged by the Company and are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting”. References to postal ballot(s) in this Postal Ballot Notice are votes received electronically. The remote e-voting period commences from 9.00 a.m. (IST) on July 12, 2025, and ends at 5.00 p.m. (IST) on August 10, 2025. Members are hereby informed that voting will not be permitted beyond the specified date and time. Any votes cast after the closure of the voting period shall be considered invalid and shall not be considered.

The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company or any person authorized by him, after completion of scrutiny of the Postal Ballots (including e-voting). The results shall be declared on or before August 12, 2025, at 5:00 p.m. (IST) at the Registered/Corporate Office of the Company and communicated to BSE Limited (“**BSE**”), and National Stock Exchange of India Limited (“**NSE**”) (together the

"Stock Exchanges"), KFin Technologies Limited ("KFinTech" or "Registrar and Share Transfer Agents") and would also be displayed on the Company's website [www.hcgoncology.com](http://www.hcgoncology.com). The results shall also be displayed on the notice board at the Registered Office/Corporate Office of the Company.

## SPECIAL BUSINESS:

### 1. APPOINTMENT AND RE-DESIGNATION OF DR. B.S. AJAIKUMAR (DIN: 00713779) AS NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD OF DIRECTORS OF THE COMPANY

To consider and, if thought fit, to pass, the following Resolution as an **Special Resolution**:

**"RESOLVED THAT** the Members note that pursuant to Aceso Company Pte. Ltd. selling a majority of its equity shares, the employment agreement dated June 28, 2023, executed between the Company and Dr. B. S. Ajaikumar ("BSA Employment Agreement") stands automatically terminated.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and articles of association of the Company (as amended from time to time), Dr. B. S. Ajaikumar be appointed as a Director of the Company who shall not be liable to retire by rotation so that notwithstanding Dr. B. S. Ajaikumar ceasing to be designated as the Executive Chairman of the Board of the Company in light of the termination of the BSA Employment Agreement, Dr. B. S. Ajaikumar shall continue to be a director of the Company.

**RESOLVED FURTHER THAT** the Members hereby approve the appointment of Dr. B. S. Ajaikumar as the non-executive chairman of the Board of the Company, for a period up to 30 June 2030.

**RESOLVED FURTHER THAT** pursuant to provisions of the Promoter Agreement dated February 23, 2025 entered into by and amongst the Company, Hector Asia Holdings II Pte. Ltd., KIA EBT II Scheme 1, Dr. B.S. Ajaikumar, Bhagya Ajaikumar, Anjali Ajaikumar Rossi, Aagnika Ajaikumar and Asmitha Ajaikumar, as amended, Sections 149 and 152, and other applicable provisions, if any, of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), articles of association of the Company (as amended from time to time), and based on the approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors, the Members

hereby approve the re-designation of Dr. B.S. Ajaikumar (DIN: 00713779), as a Non-Executive Director, for a period of up to five years from the date of appointment, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Dr. B.S. Ajaikumar shall not be paid any remuneration in the capacity as a Non-Executive Director and/or the Non-Executive Chairman of the Board.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby accorded for Dr. B. S. Ajaikumar (DIN: 00713779) to continue as a Non-Executive Director of the Company upon attaining the age of 75 (seventy five) years during his tenure as a Non-Executive Director, on the same terms and conditions as detailed above.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s)/ authority, as may be required, to sign and file the statutory form(s) with the Ministry of Corporate Affairs notifying the appointment of Dr. B.S. Ajaikumar as Director and intimate the Stock Exchanges and to do all such acts, deeds and things considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by Directors of the Company and/or the Company Secretary of the Company, may be furnished to any relevant person(s) / authority(ies) as and when required."

### 2. APPOINTMENT OF MR. AKSHAY TANNA (DIN: 02967021) AS DIRECTOR (NON-EXECUTIVE AND NON-INDEPENDENT) OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the articles of association of the Company (as amended from time to time), and the Share Purchase Agreement dated 23 February 2025 entered into by and amongst the Company, Hector Asia Holdings II Pte. Ltd., KIA EBT II Scheme 1 and Aceso Company Pte. Ltd., as amended, and based on the approval and recommendation of the Nomination and Remuneration Committee, Mr. Akshay Tanna (DIN: 02967021), being a nominee of Hector Asia Holdings

II Pte. Ltd., who was appointed as an Additional Director by the Board of Directors of the Company ("**Board**") on May 30, 2025, and who has given his consent to act as a Director, be and is hereby appointed as Director (Non-Executive and Non-Independent) of the Company, who shall be not be paid any separate remuneration as a Non-Executive Director, and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and file the statutory form(s) with the Ministry of Corporate Affairs, notifying the appointment of Mr. Akshay Tanna as Director and intimate the Stock Exchanges and to do all such acts, deeds and things considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** the Board and Company Secretary of the Company be and are hereby authorized to delegate all or any powers to any committee of the directors with power to further delegate to or any other officer / authorized representative(s) of the Company to do all acts, deeds, and things (including making appropriate entries in the statutory registers maintained by the Company) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by Directors of the Company and/or the Company Secretary of the Company, may be furnished to any relevant person(s) / authority(ies) as and when required."

### 3. APPOINTMENT OF MS. SIMRUN MEHTA (DIN: 09118938) AS DIRECTOR (NON-EXECUTIVE AND NON-INDEPENDENT) OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the articles of association of the Company, as amended from time to time, and the Share Purchase Agreement dated 23 February 2025, as amended, entered into by and amongst the Company, Hector Asia Holdings II Pte. Ltd., KIA EBT II Scheme 1 and Aceso Company Pte. Ltd., and based on the approval and recommendation of the Nomination and Remuneration Committee, Ms. Simrun Mehta (DIN: 09118938), being a nominee of Hector Asia Holdings II Pte. Ltd., who was appointed as an Additional Director by the Board of Directors of the Company ("**Board**") on May 30, 2025, and who has given her consent to act as a Director, be and is hereby appointed as Director (non-executive and non-independent) of the Company, who shall be not

be paid any separate remuneration as a non-executive director and who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and file the statutory form(s) with the, Ministry of Corporate Affairs, notifying the appointment of Ms. Simrun Mehta as Director and intimate the Stock Exchanges and to do all such acts, deeds and things considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** the Board and Company Secretary of the Company be and are hereby authorized to delegate all or any powers to any committee of the directors with power to further delegate to or any other officer / authorized representative(s) of the Company to do all acts, deeds, and things (including making appropriate entries in the statutory registers maintained by the Company) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by Directors of the Company and/or the Company Secretary of the Company, may be furnished to any relevant person(s) / authority(ies) as and when required."

### 4. APPOINTMENT AND RE-DESIGNATION OF MRS. ANJALI AJAIKUMAR ROSSI (DIN: 08057112) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** the Members note that pursuant to Aceso Company Pte. Ltd. selling a majority of its equity shares, the employment agreement dated 28 March 2023 executed between the Company and Mrs. Anjali Ajaikumar Rossi ("Anjali Employment Agreement") stands automatically terminated.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and articles of association of the Company (as amended from time to time), Mrs. Anjali Ajaikumar Rossi be appointed as a Director of the Company who shall be liable to retire by rotation so that notwithstanding Mrs. Anjali Ajaikumar Rossi ceasing to be designated as the Executive Director of the Board of the Company in light of the termination of the Anjali Employment Agreement, Mrs. Anjali Ajaikumar Rossi shall continue to be a director of the Company.

**RESOLVED FURTHER THAT** pursuant to provisions of the Promoter Agreement, Sections 149 and 152, and other applicable provisions, if any, of Companies Act, 2013 and



Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), articles of association of the Company (as amended from time to time), and based on the approvals and recommendation of the Nomination and Remuneration Committee and the Board of Director, the Members hereby approve the re-designation of Mrs. Anjali Ajaikumar Rossi (DIN: 08057112), as a Non-Executive Director, for a period of five years from the date of appointment or such shorter term in accordance with the Promoter Agreement dated February 23, 2025, entered into by and amongst the Company, Hector Asia Holdings II Pte. Ltd., KIA EBT II Scheme 1, Dr. B.S. Ajaikumar, Bhagya Ajaikumar, Anjali Ajaikumar Rossi, Aagnika Ajaikumar and Asmitha Ajaikumar as amended, whichever is earlier, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mrs. Anjali Ajaikumar Rossi shall not be paid any remuneration in the capacity as a Non-Executive Director.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s)/ authority, as may be required, to sign and file the statutory form(s) with the Ministry of Corporate Affairs notifying the appointment of Mrs. Anjali Ajaikumar Rossi as Non-Executive Director and intimate the Stock Exchanges and to do all such acts, deeds and things considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by Directors of the Company and/or the Company Secretary of the Company, may be furnished to any relevant person(s) / authority(ies) as and when required."

## 5. ADOPTION OF AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Section 5 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder, circulars and notifications made, if any, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Promoter Agreement dated February 23, 2025, between Hector Asia Holdings II Pte. Ltd., KIA EBT II Scheme 1, Dr. B.S. Ajaikumar, Bhagya Ajaikumar, Anjali Ajaikumar Rossi, Aagnika Ajaikumar and Asmitha Ajaikumar as amended, the consent of the Members be and is hereby

accorded to incorporate Part B to the existing articles of association of the Company ("**Amended Articles of Association**"), and that the Amended Articles of Association be and is hereby approved by the Members to be incorporated in the existing articles of association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, circulars, notifications, clarifications and guidelines, from time to time (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the special rights set out in the Promoter Agreement and the Articles of Association.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s) / authority, as may be required, and do all such acts, deeds and take such steps as may be required to give effect to the above resolution including but not limited to filing of the necessary forms with the Ministry of Corporate Affairs."

## 6. APPROVAL OF THE TERMS AND EXECUTION OF THE CONSULTANCY AGREEMENT WITH DR. B.S. AJAIKUMAR

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

**"RESOLVED THAT** pursuant to Sections 188, 197(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee and approval of the Board of Directors, the Members' approval is hereby accorded for the consultancy agreement for provision of certain professional services by Dr. B.S. Ajaikumar to the Company ("**Consultancy Agreement**"), for a consultancy fee of INR 4,00,00,000 (Rupees Four Crores only) per annum (payable monthly in equal instalments) for a period until 30 June 2030, by and between the Company and Dr. B.S. Ajaikumar (DIN: 00713779), a "related party" who shall hold office and a place of profit under Section 188(1)(f) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Consultancy Agreement will come into effect subject to and from the date of receipt of approval from the Members in relation thereto and shall be valid for a period until June 30, 2030.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s) / authority, as may be required, and do all such acts, deeds and take such steps as may be required to give effect to the above resolution including but not limited to filing of the necessary forms with the Ministry of Corporate Affairs."

## 7. APPROVAL OF THE TERMS AND EXECUTION OF THE CONSULTANCY AGREEMENT WITH MRS. ANJALI AJAIKUMAR ROSSI

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

"**RESOLVED THAT** pursuant to Sections 188, 197(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee and approval of Board of Directors, the Members' approval is hereby accorded for the consultancy agreement for provision of certain professional services by Mrs. Anjali Ajaikumar Rossi to the Company ("**Consultancy Agreement**"), for a consultancy fee for professional services as provided below, for a period of twelve months from the date of receipt of approval of Members for the Consultancy Agreement ("**Effective Date**"), by and between the Company and Mrs. Anjali Ajaikumar Rossi (DIN: 08057112), a "related party" who shall hold office and a place of profit under Section 188(1)(f) of the Companies Act, 2013:

- (i) Consultancy fee of INR 1,50,00,000 per annum (payable monthly in equal instalments);
- (ii) One-time payment to Mrs. Anjali Ajaikumar Rossi in case of full cash exit of BACC Healthcare Private Limited prior to expiry of three years from the Effective Date to any third party who is not an affiliate of Mrs. Anjali Ajaikumar Rossi, in terms of the Consultancy Agreement. This one-time payment would be equivalent to 2% of the net cash proceeds (net of taxes and any potential exit costs) realized by the Company, from sale of its full investment in BACC Healthcare Private Limited, above a threshold of INR 150,00,00,000 from such third party who is not an affiliate of Mrs. Anjali Ajaikumar Rossi.

For example, if the Company executes any definitive document in relation to exit of its investment in BACC Healthcare Private Limited for net cash proceeds of INR 250,00,00,000 (net of taxes and any potential exit costs) on September 30, 2027 to a third party who is not an

affiliate of Mrs. Anjali Ajaikumar Rossi, then there would be a one-time net payment of INR 2,00,00,000 (i.e., 2% of (INR 250,00,00,000 less INR 150,00,00,000) to Mrs. Anjali Ajaikumar Rossi.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s) / authority, as may be required, and do all such acts, deeds and take such steps as may be required to give effect to the above resolution including but not limited to filing of the necessary forms with the Ministry of Corporate Affairs."

## 8. APPOINTMENT OF DR. MANISH MATTOO (DIN: 08431924) AS DIRECTOR (EXECUTIVE DIRECTOR) OF THE COMPANY

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

"**RESOLVED THAT** in accordance with the provisions of Sections 152, 161, 178, 196, 197, 198, 203, Schedule V, Chapter XIII and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, articles of association of the Company, other applicable provisions, if any, based on the recommendation of the nomination and remuneration committee and subject to such other approval(s), consent(s) or permission(s) as may be required and applicable laws, the Members hereby approve the appointment of Dr. Manish Mattoo (DIN: 08431924), being a nominee of Hector Asia Holdings II Pte. Ltd., who was appointed as an Additional Director by the Board of Directors of the Company ("**Board**") on May 30, 2025, as a Director (Executive Director) of the Company, for a period of 5 (five) years w.e.f. June 30, 2025, and shall be liable to retire by rotation, for his position as a Director of the Company.

**RESOLVED FURTHER THAT** the Board (shall be deemed to include the nomination and remuneration committee constituted by the Board), shall subject to applicable law, be and is hereby authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem appropriate.

**RESOLVED FURTHER THAT** based on the recommendation of the nomination and remuneration committee of the Company, the Members approve, in compliance with the applicable provisions of the Companies Act, 2013, the remuneration payable to Dr. Manish Mattoo as the Chief Executive Officer and Executive Director will be the director / managerial remuneration for the purposes of Section 197 of the Companies Act, 2013, which shall not exceed INR 3,50,00,000 (Rupees Three Crores and Fifty lakhs) on a pro-rata basis, which shall be a combination of fixed remuneration of INR 2,45,00,000 (Rupees Two Crores and Forty Five

lakhs) and variable of up to INR 1,05,00,000 (Rupees One Crore and Five lakhs), which shall include perquisites per financial year. Notwithstanding the foregoing, for the financial year 2025-26, the remuneration payable to Dr. Manish Mattoo shall not exceed INR 3,50,00,000 (Rupees Three Crores and Fifty lakhs), whether as fixed, variable, one time bonus or perquisites (or a combination thereof). He shall also be eligible to granted employee stock options for his term as an Executive Director, and this shall be paid as minimum remuneration, notwithstanding in the event of absence or inadequacy of profits such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013, for a period of three years effective from the date of his appointment as the Executive Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required in this regard, and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s) / authority, as may be required, and do all such acts, deeds and take such steps as may be required to give effect to the above resolution including but not limited to filing of the necessary forms with the Ministry of Corporate Affairs."

#### 9. APPOINTMENT OF MR. BIJOU KURIEN, (DIN: 01802995) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV and other relevant provisions of the Companies Act, 2013 and rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company ("**Board**"), respectively, Mr. Bijou Kurien, (DIN: 01802995), who has been appointed by the Board as an Independent Director, and an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) years with effect from June 30, 2025; and that he shall not be liable to retire by rotation.

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 149(9), 197(3) and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment/ modification or re-enactment thereof) and the Articles of Association of the Company, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to pay remuneration of INR 35,00,000 (Indian Rupees Thirty Five Lakh Only) per annum, to Mr. Bijou Kurien, as Independent Director of the Company.

**RESOLVED FURTHER THAT** such remuneration shall include all the fees payable to the Independent Directors for attending the meetings of the Board and Committees of the Board but shall exclude the expenses incurred/ reimbursement of expenses for attending the meetings of the Board, the Committees, Shareholders and such other meetings as organized by the Company from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required in this regard, and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to sign and issue the certified true copies of the above resolutions to any person(s) / authority, as may be required, and do all such acts, deeds and take such steps as may be required to give effect to the above resolution including but not limited to filing of the necessary forms with the Ministry of Corporate Affairs."

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

Place: Bengaluru  
Date: July 09, 2025

**Sunu Manuel**  
Company Secretary

#### Corporate Office:

No. 3, Ground Floor, Tower Block,  
Unity Buildings Complex, Mission Road  
Bengaluru – 560027 Karnataka, India  
CIN: L15200KA1998PLC023489  
Website: <https://www.hcgoncology.com/>  
E-mail: [investors@hcgel.com](mailto:investors@hcgel.com)  
Telephone: +91-80-4660 7700



**NOTES:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI LODR Regulations is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and is available with the Company as on July 07, 2025. A copy of this Postal Ballot Notice will also be available on the website of the Company ([www.hcgoncology.com](http://www.hcgoncology.com)), the relevant section of the websites of National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Limited ("KFinTech") (<https://evoting.kfintech.com>).
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Shareholders as on July 07, 2025. A person who is not a Shareholder on this date should treat this notice for information purpose only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the afore mentioned Resolutions in accordance with the process specified in this Notice.
4. To facilitate such Shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
  - (a) It is clarified that for permanent registration of email address, Shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
  - (b) Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
6. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
7. In compliance with Sections 108 and 110 of the Act and the Rules made there under and Regulation 44 of SEBI LODR Regulations, the Company has provided the facility to the Shareholders to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by KFin Technologies Limited. The instructions for e-voting are annexed to this Postal Ballot Notice.
8. All the Shareholders are requested to cast their votes only through remote e-voting as per the procedure provided below.
9. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorised by the Board or the Company Secretary of the Company, on or before August 12, 2025, at the registered office and will also be displayed on the website of the Company <https://www.hcgoncology.com/investor-relations/> besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on August 10, 2025 i.e., the last date specified for the remote e-voting.
11. In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the items provided as special business in the Notice are considered unavoidable and hence forms part of this Notice.
12. All the material documents referred to in the Postal Ballot Notice will be available for inspection, without any fee, by the members, at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking to inspect such documents can send an email to [investors@hcgel.com](mailto:investors@hcgel.com) mentioning his / her / its folio number / DP ID and Client ID.
13. SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and SEBI/HO/ MIRSD/ MIRSD\_RTAMB/P/CIR/2021/687 December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile number, Bank Account details, Specimen signature and Nomination by holders of physical securities. Effective January 1, 2022, Grievance Redressal/ Service request can be availed with the RTA

only after the required documents/complete data as mandated are furnished for physical folios. Further, if any one of the cited documents/ details as enunciated in the said circular are not registered with the Company/ RTA within March 31, 2023, such folios shall be frozen by the Company/ Registrar and Share Transfer Agents of the Company ("RTA").

14. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company's RTA for assistance in this regard.
15. Shareholders may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.

#### 16. General information and instructions relating to e-voting

- i. 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 Shareholders in respect of the resolutions proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Limited ("KFinTech") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
  - a) Commencement of e-voting: July 12, 2025 at 9.00 Hours (IST).
  - b) End of e-voting: August 10, 2025 at 17.00 Hours (IST).
- ii. The cut-off date for the purpose of e-voting is July 07, 2025.
- iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <https://www.hcgoncology.com/investor-relations>. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through KFinTech for all Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Postal Ballot Notice of the Company.
- iv. Please read the instructions for e-voting given below before exercising the vote.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER:-

**Remote e-voting:** 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 amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of the SEBI LODR Regulations, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting:

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
Individual shareholders holding securities in demat mode	<ol style="list-style-type: none"> <li>1. Members already registered for IDeAS facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) On the home page, click on the "Beneficial Owner" icon under the 'IDeAS' section.</li> <li>c) On the new screen, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under e-voting services.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. Members already registered for Easi/ Easiest facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b) Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</li> </ol> </li> </ol>	<p>Members may alternatively log-in using the credentials of the demat account through their Depository Participants registered with NSDL/ CDSL for the e-voting facility. On clicking the e-voting icon, members will be re-directed to the NSDL/CDSL site, as applicable, on successful authentication. Members may then click on Company name on or e-voting service provider name i.e. KFinTech and will be redirected to KFinTech website casting their vote.</p>

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
	<p>d) Click on Company name or e-voting service provider name i.e. KFintech and you will be re-directed to KFintech website for casting your vote.</p> <p>2. Members who have not registered for IDeAS facility may follow the below steps:</p> <p>a) To register for this facility, visit the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>b) On the home page, select "Register Online for IDeAS"</p> <p>c) On completion of the registration formality, follow the steps provided above.</p> <p>3. Members may alternatively vote through the e-voting website of NSDL in the manner specified below:</p> <p>a) Visit the URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</p> <p>b) Click on the "Login" icon available under the 'Shareholder/Member' section.</p> <p>c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password / OTP, as applicable, and the verification code shown on the screen.</p> <p>d) Post successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page.</p> <p>e) Click on company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote. Members can also download NSDL Mobile App "NSDL Speede" facility.</p> <p>4. For any technical assistance, Members may contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 or 1800224430.</p>	<p>c) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</p> <p>d) Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</p> <p>2. Members who have not registered for Easi/Easiest facility may follow the below steps:</p> <p>a) To register for this facility, visit the URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>b) On completion of the registration formality, follow the steps provided above.</p> <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <p>a) Visit the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b) Enter the demat account number and PAN</p> <p>c) Enter OTP received on mobile number &amp; email registered with the demat account for authentication.</p> <p>d) Post successful authentication, the member will receive links for the respective e-voting service provider i.e. KFintech where the e-voting is in progress.</p> <p>4. For any technical assistance, Members may contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022-23058738 or 022-23058542-43.</p>	

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode	<div><div>i. Initial password is provided in the body of the e-mail.</div><div>ii. Launch internet browser and type the URL: <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> in the address bar.</div><div>iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.</div><div>iv. After entering the correct details, click on LOGIN.</div><div>v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</div><div>vi. You need to login again with the new credentials.</div><div>vii. On successful login, the system will prompt you to select the EVENT.</div><div>viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.</div><div>ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.</div><div>x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.</div><div>xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at <a href="mailto:sree@sreedharancs.com">sree@sreedharancs.com</a> and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'HCG_EVENT No.'</div><div>xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> or call KFin on 1800 309 4001 (toll free).</div></div>		

### General instructions relating to e-voting

- Members who are unable to retrieve User ID/Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/ Depository Participants.
- The remote e-voting period commences at 9 a.m. IST on July 12, 2025, and ends at 5 p.m. IST on August 10, 2025. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 07, 2025, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., July 07, 2025.
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of July 07, 2025, under "FOR/AGAINST" for each item of the notice separately or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cutoff date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 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. Once you have voted on the resolution(s), you will not be allowed to modify your vote.

During the voting period, Members can login any number of times till they have voted on all the resolution(s).

- 8) In case of any query and/or grievance, in respect of voting by electronic means through KFinTech, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or may contact Mr. Ganesh Chandra Patro, Asst. Vice President (Unit: HealthCare Global Enterprises Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-3094-001 for any further clarifications.
- 9) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 10) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized or the Company Secretary of the Company, on or before August 12, 2025 and will also be displayed on the website of the Company (<https://www.hcgoncology.com/investor-relations/>), besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.

### Procedure for Registration of email address and Mobile Number:

#### Securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details by submitting the requisite ISR 1 form along with the supporting documents to KFinTech.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below;

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

The following explanatory statement sets out the material facts relating to all the Special Business mentioned in the Postal Ballot Notice along with the disclosures as required under Regulation under applicable provisions of Companies Act, 2013, Regulation 36 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Secretarial Standards on General Meeting.

#### Item No. 1 and 4: Appointment and re-designation of (i) Dr. B.S. Ajaikumar (DIN: 00713779) as Non-Executive Director and Chairman of the Board of Directors of the Company and (ii) Mrs. Anjali Ajaikumar Rossi (DIN: 08057112) as Non-Executive Director

Pursuant to the requirement under the Promoter Agreement dated February 23, 2025 by and amongst Hector Asia Holdings II Pte. Ltd., KIA EBT II Scheme 1, Dr. B.S. Ajaikumar, Bhagya Ajaikumar, Anjali Ajaikumar Rossi, Aagnika Ajaikumar and Asmitha Ajaikumar ("Promoter Agreement"), the Company was required to re-designate Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi as non-executive directors on the Board with Dr. B.S. Ajaikumar being redesignated as Non-Executive Chairman of the Board, with effect from May 30, 2025.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board at their meeting held on May 30, 2025 have approved the aforementioned re-designation of Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi as Non-Executive Directors. Mrs. Anjali Ajaikumar Rossi, who shall be liable to retire by rotation shall be the Non-Executive Director for a period of five years from the date of appointment or such shorter term in accordance with the Promoter Agreement. Dr. B.S. Ajaikumar, who shall not be liable to retire by rotation, shall be the Non- Executive Chairman of the Board, up to June 30, 2030, subject to receipt of applicable approvals.

During the proposed term of office, as a Non-Executive Director of the Company, Dr. B.S. Ajaikumar would attain the age of 75 and in terms of the Regulation 17(1A) of SEBI LODR Regulations, 2015, the same requires approval of Members of the Company by way of special resolution. In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to continue his appointment as a Non-Executive Director for a term of 5 (five) years with effect from May 30, 2025, including the period post his attainment of age of 75 years on August 22, 2026.



In terms of Regulation 36 of SEBI LODR Regulations and SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi, including names of companies in which they hold directorships and memberships/chairmanships of committees of the Board of Directors of other companies, is provided in the Annexure -1 to this Notice.

The Board recommends the Special Resolution for Item No.1 and Ordinary Resolution for Item No.4 as set out at Item No. 1 and 4 of this Postal Ballot Notice for approval by the Members.

Except for Mrs. Anjali Ajaikumar Rossi and Dr. Ajaikumar and their relatives to the extent of their shareholding in the Company and as members of the promoter group, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financial or otherwise in the resolution.

**Item No. 2 and 3: Appointment of Mr. Akshay Tanna (DIN: 02967021) and Ms. Simrun Mehta (DIN: 09118938) as Directors (Non-Executive and Non-Independent) of the Company**

A share purchase agreement ("SPA") was executed on February 23, 2025 by and amongst the Company, Hector Asia Holdings II Pte. Ltd. ("**Purchaser 1**"), KIA EBT II Scheme 1 ("**Purchaser 2**") (Purchaser 1 and Purchaser 2, collectively "Purchasers") and Aceso Company Pte. Ltd. ("**Seller**") ("**SPA**") for the sale of up to 54% of the diluted voting share capital of the Company ("**Sale Shares**") from the Sellers to the Purchasers.

Under the SPA, the Purchasers have agreed to purchase from the Seller, the Sale Shares with an upfront acquisition, subject to fulfilment of certain conditions precedent as specified in the SPA, of such number of Equity Shares that are equivalent to 51.00% (fifty one percent) of the diluted voting share capital of the Company ("**First Tranche Shares**"). On and from, May 30, 2025, the date of completion of transfer of the First Tranche Shares by the Purchasers in accordance with the terms of the SPA ("**Effective Date**"), Purchaser 1 has acquired sole control of the Company in accordance with the terms of the SPA.

Under the SPA, the Company was required to convene a board meeting to approve the appointment of persons nominated by Purchaser 1 as nominee director on the Effective Date. Accordingly, upon the recommendation of the NRC on May 30, 2025, the Board, pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the articles of association of the Company, and on recommendation of NRC of the Company, the Board at their meeting on May 30, 2025, appointed Mr. Akshay Tanna (DIN: 02967021) and Ms. Simrun Mehta (DIN: 09118938) as Additional Directors of the Company with immediate effect.

As per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of a director is required to be approved by members by way of ordinary resolution by next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received consents in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Akshay Tanna (DIN: 02967021) and Ms. Simrun Mehta (DIN: 09118938) along with other requisite documents required for their appointment as Directors. The Company has received declarations from Mr. Akshay Tanna and Ms. Simrun Mehta that they are not disqualified from being appointed as Director in terms of Section 164 and other applicable provisions of the Companies Act, 2013. The Company has also received self-declarations from both Mr. Akshay Tanna and Ms. Simrun Mehta that they were not or are not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of BSE's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE's Circular no. NSE/CML/2018/24 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Board is of the view that Mr. Akshay Tanna's and Ms. Simrun Mehta's qualifications, knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends their appointment as a Directors of the Company. In terms of Regulation 36 of SEBI LODR Regulations and SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of Mr. Akshay Tanna and Ms. Simrun Mehta, including names of companies in which they hold directorships and memberships/chairmanships of committees of the Board of Directors of other companies, is provided in the Annexure-1 to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 and 3 of this Postal Ballot Notice for approval by the Members.

Except Mr. Akshay Tanna and Ms. Simrun Mehta and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financial or otherwise in the resolution.

**Item 5: Adoption of Amended Articles of Association of the Company**

In accordance with the terms of the Share Purchase Agreement ("SPA") and the Promoter Agreement, the existing articles of association of the Company are required to be amended to incorporate Part B to the existing set of articles of association ("**Amended Articles of Association**").

Pursuant to provisions of Section 5, Section 14 and all other applicable provisions of the Companies Act, 2013, approval of the Members by way of special resolution is required to alter, restate the articles of association of the Company as mentioned above.

Further, Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, inter-alia states that any special right granted to shareholders of the listed company shall be subject to the approval of the shareholders in a general meeting by way of a special resolution once in every 5 (five) years starting from the grant of such special rights. In terms of the Promoter Agreement, Hector Asia Holdings II Pte. Ltd. and the members of the BSA Promoter Group (as defined in the Promoter Agreement) have been granted certain special rights with respect to its shareholding in the Company and with respect to the management and governance of the Company, with effect from May 30, 2025. These special rights are contained in the draft of the Amended Articles of Association and are also described in the Draft Letter of Offer to the open offer dated March 10, 2025.

In view of the foregoing, the above resolution is proposed for the approval of the members by way of a special resolution.

The board of directors of the Company has approved the incorporation of the Amended Articles of Association to the existing Articles of Association and recommended that the members grant their approval

None of the promoters, directors, key managerial personnel of the Company and their relatives, except the parties to the Promoter Agreement and their relatives are in any way directly or indirectly concerned or interested, financially or otherwise, in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

The drafts of the Amended Articles of Association are available for inspection at the Registered Office during office hours on all working days up to the date of closure of remote e-voting and is available on the website of the Company <https://www.hcgoncology.com/investor-relations/>.

#### **Items No. 6 and 7: Approval of terms and execution of Consultancy Agreement with Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi**

Pursuant to the requirement under the Promoter Agreement, Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi, related parties who shall hold office and a place of profit under Section 188(1) (f) of the Companies Act, 2013 are required to enter into separate consultancy agreements with the Company for continuation of the professional and technical services being provided by Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi in a non-executive capacity, subject to receipt of approvals under applicable laws. The proposed Consultancy Agreements set out the scope of services, term, and remuneration, and require shareholder approval. The key terms of the agreements (indicative and subject to final confirmation by the Company) are as follows:

#### **Details of the proposed related party transactions between the Company and Dr. B.S. Ajaikumar and Mrs. Rossi, including the information required to be disclosed in the Explanatory Statement are as follows]:**

In terms of the provisions of the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the following information with regard to the Proposed Transaction is provided herein below:

#### **1. Summary of the information provided by the management of the listed entity to the Audit Committee / Board:**

No.	Particulars	Information/ Details with respect to Dr. B.S. Ajaikumar	Information/ Details with respect to Mrs. Anjali Ajaikumar Rossi
(i)	Type, material terms and particulars of the proposed transaction	The Company is desirous of engaging Dr. B.S. Ajaikumar as a consultant in a purely professional capacity to provide consultancy services, to its research and development team and as a senior oncologist and has offered to appoint Dr. B.S. Ajaikumar on a principal-to-principal basis and Dr. B.S. Ajaikumar has agreed to be engaged by the Company, on an exclusive basis, in a purely professional capacity, on the terms and conditions as set forth herein.	The Company is desirous of engaging Mrs. Anjali Ajaikumar Rossi as a consultant to provide support services in connection with the business of providing fertility treatment and reproductive medicine services and has offered to appoint Mrs. Anjali Ajaikumar Rossi on a principal-to-principal basis and Mrs. Anjali Ajaikumar Rossi has agreed to be engaged by the Company, in a purely professional capacity, on the terms and conditions as set forth herein.
(ii)	Name of the related party/Director and its relationship with the listed entity or its subsidiary/key managerial personnel, including nature of its concern or interest (financial or otherwise)	Dr. B.S. Ajaikumar is (a) a member on the Board of the Company; (b) a part of the promoter and promoter group of the Company; and (c) holds 10.40% equity share capital of the Company.  The aforesaid consultancy is not in relation to the appointment or relationship between the Company and Dr. B.S. Ajaikumar in any other position, including that of the director, shareholder or promoter of the Company.	Mrs. Anjali Ajaikumar Rossi is: (i) a director on the board of the Company; (ii) a member of the promoter and promoter group of the Company; and (iii) holds 1000 equity shares in the Company.  The aforesaid consultancy is not in relation to the appointment or relationship between the Company and Mrs. Anjali Ajaikumar Rossi in any other position, including that of the director, shareholder or promoter of the Company.

No.	Particulars	Information/ Details with respect to Dr. B.S. Ajaikumar	Information/ Details with respect to Mrs. Anjali Ajaikumar Rossi
(iii)	Tenure of the proposed transaction (particular tenure shall be specified)	<p>Dr. B.S. Ajaikumar's appointment as the consultant shall commence on the Effective Date and, unless terminated earlier in accordance with the terms hereof, terminate immediately and automatically without any further action by the Company on June 30, 2030 ("<b>Ajaikumar's Term</b>").</p> <p>For this purpose, "Effective Date" means the date on which the requisite majority of shareholders of the Company approve the terms of the consultancy agreement as required under applicable Law.</p>	<p>Mrs. Anjali Ajaikumar Rossi's appointment as the consultant shall commence on the Effective Date for a period of 12 months thereafter unless terminated earlier as per the terms of the consultancy agreement ("<b>Anjali's Term</b>").</p> <p>For this purpose, "Effective Date" means the date on which the requisite majority of shareholders of the Company approve the terms of the consultancy agreement as required under applicable Law.</p>
(iv)	Value of the proposed transaction	<p>The consultancy fees payable to Dr. B.S. Ajaikumar shall be INR 4,00,00,000 (Indian Rupees Four Crores) per annum, payable monthly in equal instalments.</p> <p>There shall be no changes to the consultancy fees during Ajaikumar's Term and no other amounts (other than expense reimbursement in accordance with the consultancy agreement) which shall be payable to Dr. B.S. Ajaikumar.</p>	<p>The consultancy fees payable to Mrs. Anjali Ajaikumar Rossi shall be INR 1,50,00,000 (Indian Rupees One Crore and Fifty Lakhs only) per annum, payable monthly in equal instalments.</p> <p>Additionally, there would be a one time payment to Mrs. Anjali Ajaikumar Rossi in case of full cash exit of BACC Healthcare Private Limited prior to expiry of three years from the Effective Date to any third party who is not an affiliate of Mrs. Anjali Ajaikumar Rossi, in terms of the Consultancy Agreement. This one-time payment would be equivalent to 2% (two percent) of the net cash proceeds (net of taxes and any potential exit costs) realized by the Company, from sale of its full investment in BACC Healthcare Private Limited, above a threshold of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores Only) from such third party who is not an affiliate of Mrs. Anjali Ajaikumar Rossi.</p> <p>For example, if the Company executes any definitive document in relation to exit of its investment in BACC Healthcare Private Limited for net cash proceeds of INR 250,00,00,000 (Indian Rupees Two Hundred Fifty Crores Only) (net of taxes and any potential exit costs) on September 30, 2027 to a third party who is not an affiliate of Mrs. Anjali Ajaikumar Rossi, then there would be a one-time net payment of INR 2,00,00,00,000 (Indian Rupees Two Crores only) (i.e., 2% (two percent) of (INR 250,00,00,000 (Indian Rupees Two Hundred Fifty Crores Only) less INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores Only)) to Mrs. Anjali Ajaikumar Rossi.</p> <p>There shall be no changes to the consultancy fees during Anjali's Term and no other amounts (other than expense reimbursement in accordance with Clause 5.2 of the consultancy agreement) shall be payable to Mrs. Anjali Ajaikumar Rossi.</p>

No.	Particulars	Information/ Details with respect to Dr. B.S. Ajaikumar	Information/ Details with respect to Mrs. Anjali Ajaikumar Rossi
(v)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Approximately 0.18% of the consolidated turnover of the Company as on March 31, 2025.	Approximately 0.07% of consolidated turnover of the Company as on March 31, 2025.  The above percentage excludes the one-time payment for potential exit from BACC Healthcare Private Limited.
(vi)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  i) details of the source of funds in connection with the proposed transaction;  ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure;  iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and  iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable	Not Applicable
(vii)	Justification as to why the RPT is in the interest of the listed entity	Dr. B.S. Ajaikumar is a renowned senior oncologist and a qualified doctor, who is the founding member of the Company and has significantly contributed to the field of cancer care in India. Therefore, the engagement of Dr. B.S. Ajaikumar is proposed to provide the consultancy services (i.e. to the research and development team of the Company and as a senior oncologist), on an exclusive basis, in a purely professional capacity.	The engagement of Anjali Ajaikumar Rossi is proposed to provide the consultancy services i.e., providing fertility and reproductive medicine services, in a purely professional capacity.

No.	Particulars	Information/ Details with respect to Dr. B.S. Ajaikumar	Information/ Details with respect to Mrs. Anjali Ajaikumar Rossi
(viii)	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable
(ix)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable	Not Applicable
(x)	Any other information that may be relevant	Not Applicable	Not Applicable

- Justification for why the proposed transaction is in the interest of the listed entity: Please refer point 1 (vii) above.
- Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 6 in the table above: Not applicable.
- A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders: Not applicable.
- Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis: Not applicable.
- Any other information that may be relevant: Not applicable.

Based on the recommendation of the NRC and Audit Committee, the Board of Directors at their meeting held on May 30, 2025, have approved the terms of and execution of the proposed consultancy agreements with Dr. B.S. Ajaikumar and Mrs. Anjali Ajaikumar Rossi.

The Members believe these consultancy agreements are in the Company's interest, ensuring continuity of Dr. Ajaikumar's and Mrs. Rossi's involvement and accordingly recommends approval of the consultancy agreements by the shareholders of the Company.

The Board recommends the Ordinary Resolution set out in Item No. 6 and 7 of this Postal Ballot Notice for approval by the Members.

Except for Dr. Ajaikumar and Mrs. Rossi and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

#### **Items No. 8: Appointment of Dr. Manish Mattoo (DIN: 08431924) as Director (Executive Director) of the Company**

Dr. Manish Mattoo(DIN: 08431924), who was appointed as an Additional Director in the Board meeting held on May 30, 2025, is being appointed as Executive Director (who shall also be the

Chief Executive Officer ("CEO")) of the Company, with effect from June 30, 2025 for a period of 5 years.

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("Board"), at their meeting held on May 30, 2025, subject to the approval of the members, has approved appointment of Dr. Manish Mattoo, as the Executive Director of the Company with effect from June 30, 2025 for a period of 5 (five) years subject to members' approval.

Dr. Manish Mattoo is not disqualified from being appointed as a Director in terms of Section 164, Schedule V and other applicable provisions of the Companies Act, 2013 and has given his consent for the appointment. In terms of Regulation 36 of SEBI (LODR) 2015 and SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of Dr. Manish Mattoo including names of companies in which he holds directorships and memberships/ chairmanships of committees of the Board of Directors of other companies, is provided in the Annexure-1 to this Notice.

The Company has received consent in writing from Dr. Manish Mattoo (DIN: 08431924) to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 along with other requisite documents required for his appointment as Director. The Company has also received self-declaration from Dr. Manish Mattoo (DIN: 08431924) that he is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of BSE's Circular No. LIST/COMP/14/2018-19 and NSE's Circular no. NSE/CML/2018/24 dated June 20, 2018, on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

Pursuant to Sections 196 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Dr. Manish Mattoo requires approval of the members of the Company by way of a **Special Resolution**.



The terms and conditions of the appointment and remuneration payable to Dr. Manish Mattoo as an Executive Director (and including the CEO position), in terms of the terms of his employment are:

The remuneration / cost to company payable to Dr. Manish Mattoo shall not exceed INR 3,50,00,000 per financial year (Rupees Three Crores and Fifty lakhs) on a pro-rata basis, which shall be a combination of fixed remuneration of INR 2,45,00,000 (Rupees Two Crores and Forty Five lakhs) and variable of up to INR 1,05,00,000 (Rupees One Crore and Five lakhs), which shall include perquisites, such as purchase of car, insurance, house rent allowance, etc. In addition, he shall also be eligible to be granted employee stock options. However, for FY25-26, the remuneration / cost to company payable to Dr. Manish Mattoo shall not exceed INR 3,50,00,000 (Rupees Three Crores and Fifty lakhs), whether as fixed, variable or one time bonus or perquisites (or a combination thereof). He shall also be entitled to increments subject to the Company's policies and appraisal process followed by the Company.

Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013 is as under:

## 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:

### General Information

- (i) **Nature of industry:** The Company headquartered in Bengaluru is the leading provider of specialty healthcare in India focused on cancer. 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.
- (ii) **Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.

#### (iv) Financial performance based on given indicators (INR in Million):

Standalone financials	Financial year 2024-25	Financial year 2023-24	Financial year 2022-23
Total Income	13,151.02	11,868.58	10,163.90
Total Expenditure	10,651.73	9,700.67	8,253.10
EBITDA (before exceptional items)	2,499.29	2,167.91	1,910.80
Depreciation and Finance Charges	1,955.28	1,469.92	1,304.60
Exceptional item	348.21	160.95	30.00
Profit/(Loss) before tax	195.80	537.04	576.20
Profit/Loss after tax	35.27	328.00	401.90

#### (v) Export Performance: The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2025 and March 31, 2024, is as under (INR):

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Expenditure in Foreign Exchange	10,73,11,166	8,06,64,638
Earnings in foreign exchange	51,00,00,000	72,45,39,563

#### (vi) Foreign Investments or collaborators, if any:

HealthCare Global Enterprises Limited had received investment from Aceso Company Pte Ltd, Singapore ("Aceso"), as FDI, apart from the shares issued to Foreign Institutional Investors, Foreign Venture Capital Funds, Foreign Nationals etc., who would have subscribed to the shares through IPO or preferential issuance or from the secondary market. Subsequently, the shares held by Aceso have been acquired by Hector Asia Holdings II Pte. Ltd to the extent of 51.41% of the share capital of the Company, whereby Hector Asia Holdings II Pte. Ltd has acquired sole control of the Company. The promoters of the Company, Dr. B.S.Ajaikumar and Hector Asia Holdings II Pte. Ltd, hold 10.4% and 51.41% of the equity share capital of the Company, respectively.

#### 1. Information about the appointee, Dr. Manish Mattoo, Executive Director

- (i) **Background details:** Dr. Manish Mattoo is a seasoned healthcare business leader with over two decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalising underperforming hospitals, optimising supply chains, pioneering healthcare IT solutions, and much more. He is unwavering in his commitment to delivering high-quality care efficiently, placing patient interests at the forefront and building strong high-performance teams. He is a digital health evangelist who has introduced several

innovations in healthcare operations that have enhanced patient experiences while achieving substantial savings.

In his previous role, he worked as Chief Executive Officer at Apollo Hospitals, Karnataka & Central Region. He steered the business in these two large regions spanning multiple cities, several hospitals and a cumulative bed count of 2000+ beds across different formats. He led a team of over 6,000 dedicated associates including 500+ doctors delivering impressive financial results and high patient satisfaction ratings consistently.

Prior to his role at Apollo Hospitals, Dr. Manish Mattoo served as Vice-President at Fortis Healthcare, where he gained extensive experience spanning various geographies and functions, including operations, business strategy, supply chain management, and internal audit. He has also held leadership roles at healthcare majors such as Medtronic and Monitor Group. Before foraying into healthcare management, he worked as a clinician for several years in prestigious institutions like PGI, Chandigarh and Civil Hospital, Ahmedabad.

A compassionate and influential leader, Dr. Manish Mattoo prioritises team growth and fosters an encouraging workplace culture. His guiding principle revolves around providing the best possible care to patients. Driven by the belief that clinical excellence and a culture of safety are paramount in ensuring patient satisfaction, he inspires his team to strive for continuous improvement.

Dr. Manish Mattoo is a distinguished alumnus of the Indian School of Business (ISB), holding an MBA with a dual major in Finance and Strategy and Leadership. He earned his MBBS and MD in Anaesthesiology from BJ Medical College, Ahmedabad, solidifying his foundation in both clinical and management disciplines.

- (ii) **Past remuneration:** Not applicable
- (iii) **Recognition or awards:** Please refer to the profile.
- (iv) **Job profile and suitability:** Dr. Manish Mattoo is a seasoned healthcare business leader with over two decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalizing underperforming hospitals, optimizing supply chains, pioneering healthcare IT solutions, and much more. He is unwavering in his commitment to delivering high-quality care efficiently, placing patient interests at the forefront and building strong high-performance teams. He is a digital health evangelist who has introduced several innovations in healthcare operations that have enhanced patient experiences while achieving substantial savings.
- (v) **Remuneration proposed to be paid:** The remuneration payable shall not exceed INR 3,50,00,000 (Rupees Three Crores and Fifty lakhs) (which shall be a combination of fixed and variable payment) per financial year and increments subject to the Company's policies and appraisal

process followed by the Company. He shall also be eligible to be granted employee stock options and benefits as per the Company's policies.

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration payable to Dr. Manish Mattoo shall be as the Executive Director (and including the CEO position) of the Company. Given the size, complexity, uniqueness and the nature of business, and also the profile of the position of Dr. Manish Mattoo, as executive director (and including the CEO position); the Board of the Company considers that the remuneration of Dr. Manish Mattoo commensurate with other organizations of similar size in healthcare industry.
- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides drawing remuneration as stated above, Dr. Manish Mattoo does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel of the Company.

## 2. Other Information

- (i) **Reasons of loss or inadequate profits:** The Company has profits; however, the profits are inadequate considering the limits provided in the Companies Act, 2013 for payment of managerial remuneration, and the remuneration payable to all the directors of the Company, which includes both executive and non-executive directors, including independent directors.

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. Also, the Company's business, revenue and profits are in the subsidiaries and not only in the standalone entity, and the standalone profits seem inadequate considering the limits provided in the Companies Act, 2013, for payment of remuneration to both executive and non-executive directors. However, on a consolidated basis, the Company continues to report revenue growth and profitability improvement.

- (ii) **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 focuses on building a long-term relationship with the patients to be their trusted advisor over a lifetime. The management has focused business strategies across all its businesses to improve the profitability of the Company on a consolidated basis.
- (iii) **Expected increase in productivity and profits in measurable terms:** The Company has improved its performance by generating EBITDA (before exceptional items) of INR 2,499.29 Million for FY 2025 compared to INR 2,167.91 Million for FY 2024 on standalone basis. Some of the initiatives as explained above, combined with

HCG's differentiated clinical services will accelerate the growth and improve profitability in the future.

### 3. Additional Disclosures:

- (i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director;**

Please refer to resolution provided under Item No. 8 of this Notice and the explanatory statement for this information.

- (ii) **Details of fixed component, and performance linked incentives along with the performance criteria;**

Please refer to resolution provided under Item No. 8 of this Notice and the explanatory statement for this information.

- (iii) **Service contracts, notice period, severance fees;**

The Company is in the process of executing an employment agreement with Dr. Manish Mattoo.

- (iv) **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;**

Dr. Manish Mattoo has not been granted Stock Options till date.

- (v) **Any other disclosures: Nil**

The resolution for appointment of Dr. Manish Mattoo as the Executive Director 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.

Except Dr. Manish Mattoo and his relatives none of the other directors/key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board accordingly recommends passing of the resolution as set out the Item No. 8 of Notice as a special resolution.

#### **Items No. 9: Appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC") and in terms of the Articles of Association of the Company, had approved the appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director (Additional Director in terms of Section 161 of the Act) of the Company with effect from June 30, 2025, to hold office for a term of 3 (three) consecutive years, with effect from June 30, 2025, subject to approval of the Members.

The Company has received a declaration from Mr. Bijou Kurien that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, and other applicable provisions of the Act and has given his consent for the appointment. Further, the Company has also received a declaration from Mr. Bijou Kurien confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and that he is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of BSE's Circular No. LIST/COMP/14/2018-19 and NSE's

Circular no. NSE/CML/2018/24 dated June 20, 2018, on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Bijou Kurien for the office of Independent Director of the Company.

In the opinion of the NRC and the Board, Mr. Bijou Kurien fulfils the conditions specified in the Act, and rules made thereunder and SEBI LODR Regulations, for his appointment as an Independent Director of the Company and he is independent of the management. The NRC and the Board of Directors at their respective meetings have assessed the candidature of Mr. Bijou Kurien and are of the view that he is a person of integrity and possesses the necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director.

In view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 3 (three) years with effect from June 30, 2025. A draft letter of appointment to be issued to the Independent Director of the Company, setting out the terms and conditions of his appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://www.hcgoncology.com/corporate-governance/>.

In terms of Regulation 36 of SEBI LODR Regulations and SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of Mr. Bijou Kurien, including names of companies in which he hold directorships and memberships/chairmanships of committees of the Board of Directors of other companies, is provided in the Annexure-1 to this Notice.

The NRC and the Board of Directors, subject to the approval of the Members, have decided to pay a remuneration of INR 35,00,000 (Rupees Thirty-Five Lakhs Only) per annum to Mr. Bijou Kurien, effective from June 30, 2025, payable on a quarterly/annual basis, as may be decided by the Board. The remuneration may exceed the statutory limits prescribed under Section 197 of the Act but shall be subject to a maximum limit of INR 35,00,000/- (Rupees Thirty-Five Lakhs Only), per annum. Further, in case of loss or inadequacy of profits, the said amount would be paid as minimum remuneration in accordance with Schedule V of the Act, with requisite approvals. This is consistent with the remuneration currently paid by the Company to all other Independent Directors on the Board.

The aforesaid remuneration shall include all the fees payable to the Independent Director for attending the meetings of the Board and Committees of the Board but shall exclude the expenses incurred/reimbursement of expenses for attending the meetings of the Board, Committees, Shareholders and such other meetings as organized by the Company from time to time.

The Company has not defaulted on payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any debentures.

Pursuant to Section 149, 150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and 25(2A) of SEBI LODR Regulations, the appointment of Mr. Bijou Kurien requires approval of the Members by way of a Special Resolution.

Regulation 17(6) of SEBI LODR Regulations, inter alia, provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors.

Statement containing required information pursuant to Section II of Schedule V of the Companies Act, 2013 is as under:

## 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:

### 1. General Information

- (i) **Nature of industry:** The Company headquartered in Bengaluru is the leading provider of specialty healthcare in India focused on cancer. 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.
- (ii) **Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.

#### (iv) Financial performance based on given indicators (INR in Million):

Standalone financials	Financial year 2024-25	Financial year 2023-24	Financial year 2022-23
Total Income	13,151.02	11,868.58	10,163.90
Total Expenditure	10,651.73	9,700.67	8,253.10
EBITDA (before exceptional items)	2,499.29	2,167.91	1,910.80
Depreciation and Finance Charges	1,955.28	1,469.92	1,304.60
Exceptional item	348.21	160.95	30.00
Profit/(Loss) before tax	195.80	537.04	576.20
Profit/Loss after tax	35.27	328.00	401.90

#### (v) Export Performance: The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2025, and March 31, 2024, is as under (INR):

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Expenditure in Foreign Exchange	10,73,11,166	8,06,64,638
Earnings in foreign exchange	51,00,00,000	72,45,39,563

- (vi) **Foreign Investments or collaborators, if any:** HealthCare Global Enterprises Limited had received investment from Aceso Company Pte Ltd, Singapore ("Aceso"), as FDI, apart from the shares issued to Foreign Institutional Investors, Foreign Venture Capital Funds, Foreign Nationals etc., who would have subscribed to the shares through IPO or preferential issuance or from the secondary market. Subsequently, the shares held by Aceso have been acquired by Hector Asia Holdings II Pte. Ltd to the extent of 51.41% of the share capital of the Company, whereby Hector Asia Holdings II Pte. Ltd has acquired sole control of the Company. The promoters of the Company, Dr. B.S.Ajaikumar and Hector Asia Holdings II Pte. Ltd, hold 10.4% and 51.41% of the equity share capital of the Company, respectively.

### 2. Information about the appointee, Mr. Bijou Kurien, Independent Director

- (i) **Background details:** Mr. Bijou Kurien is a highly regarded consumer leader with more than 40 years of experience in developing brands, businesses, and establishing organizations. Upon completing his post-graduation in management at XLRI, India, he began his career at

Hindustan Unilever as a Management Trainee in 1981. Subsequently, he transitioned to Titan, the largest manufacturer and marketer of watches and jewellery in India. He contributed to the start-up team, and then as COO, in the 19 years at Titan, played a key role in building admirable brands and exclusive brand retail chains in watches, jewellery and accessories categories. Please refer to the Annexure-1 to the Notice for his detailed profile.

- (ii) **Past remuneration:** Not applicable
- (iii) **Recognition or awards:** Please refer to the profile.
- (iv) **Job profile and suitability:** Mr. Bijou Kurien has vast experience in developing brands, businesses, and establishing organizations, and this would immensely benefit the Company. He also possesses skills in strategic planning, corporate governance, business/ management leadership, information technology, functional and managerial experience and industry/sector knowledge. He has assured the Board of Directors that he will devote as much time as is required for discharging his responsibilities as an Independent Director. Please refer to the Annexure-1 to the Notice for his detailed profile.

(v) **Remuneration proposed to be paid:** The remuneration proposed for Mr. Bijou Kurien is INR 35,00,000 (Rupees Thirty-Five Lakhs Only) per annum to Mr. Bijou Kurien, effective from June 30, 2025, payable on a quarterly/annual basis, as may be decided by the Board. The aforesaid remuneration shall include all the fees payable to the Independent Directors for attending the meetings of the Board and Committees of the Board but shall exclude the expenses incurred/reimbursement of expenses for attending the meetings of the Board, Committees, Shareholders and such other meetings as organized by the Company from time to time.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration proposed for Mr. Bijou Kurien is consistent with the remuneration currently paid by the Company to all other Independent Directors on the Board.

(vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides drawing remuneration as stated above, Mr. Bijou Kurien does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel of the Company

### 3. Other Information

(i) **Reasons of loss or inadequate profits:** The Company has profits; however, the profits may be inadequate considering the limits provided in the Companies Act, 2013 for payment of managerial remuneration, and the remuneration payable to all the directors of the Company, which includes both executive and non-executive directors, including independent directors.

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 exceed its revenue resulting in an operating loss. Also, the Company's business, revenue and profits are in the subsidiaries and not only in the standalone entity, and the standalone profits seem inadequate considering the limits provided in the Companies Act, 2013, for payment of remuneration to both executive and non-executive directors. However, on a consolidated basis, the Company continues to report revenue growth and profitability improvement.

(ii) **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 focuses on building a long-term relationship with the patients to be their trusted advisor over a lifetime. The management has focused business strategies across all its businesses to improve the profitability of the Company on a consolidated basis.

(iii) **Expected increase in productivity and profits in measurable terms:** The Company has improved its performance by generating EBITDA (before exceptional items) of INR 2,499.29 Million for FY 2025 compared to

INR 2,167.91 Million for FY 2024 on standalone basis. Some of the initiatives as explained above, combined with HCG's differentiated clinical services will accelerate the growth and improve profitability in the future.

### 4. Additional Disclosures:

(i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director;**

Please refer to resolution provided under Item No. 9 of this Notice and the explanatory statement for this information.

(ii) **Details of fixed component, and performance linked incentives along with the performance criteria;**

Please refer to resolution provided under Item No. 9 of this Notice and the explanatory statement for this information.

(iii) **Service contracts, notice period, severance fees;**

A draft letter of appointment to be issued to the Independent Director of the Company, setting out the terms and conditions of his appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://www.hcgoncology.com/corporate-governance/>.

(iv) **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;**

Mr Bijou Kurien would not be entitled to any stock options.

(iv) **Any other disclosures:** Not Applicable

Except for Mr. Bijou Kurien and their relatives none of the other directors/key managerial personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in the notice.

The Board recommends the Special Resolution set out at Item No. 9 of this Postal Ballot Notice for approval by the members.

By order of the Board  
For HealthCare Global Enterprises Limited

Place: Bengaluru  
Date: July 09, 2025

**Sunu Manuel**  
Company Secretary

#### Corporate Office:

No. 3, Ground Floor, Tower Block,  
Unity Buildings Complex, Mission Road  
Bengaluru – 560027 Karnataka, India  
CIN: L15200KA1998PLC023489  
Website: <https://www.hcgoncology.com/>  
E-mail: [investors@hcgel.com](mailto:investors@hcgel.com)  
Telephone: +91-80-4660 7700



## ANNEXURE – 1

Details of Directors seeking appointment/re-appointment  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for appointment and re-appointment]

### Items no. 1 and 4

#### Brief profile of Dr. B. S. Ajaikumar

Dr. B.S Ajaikumar is the Non-Executive Chairman of HealthCare Global Enterprises Ltd (HCG). He is one of the renowned radiation and medical oncologists in India and a determined community champion.

His expertise in the field of oncology and his business acumen have also earned him the title of 'doctorpreneur'.

Dr. Ajaikumar founded HCG, a hub-and-spoke comprehensive cancer care organisation headquartered in Bengaluru, with multiple centres spread across India to make cancer care accessible and affordable while also ensuring the delivery of the highest quality cancer care even in Tier2/Tier3 cities. He has been the driving force behind HCG's growth since its inception. He served as the CEO of HCG Group between 2005 and Jan 2021. HCG is a sterling validation of Dr. Ajaikumar's unflinching belief that there is only one way to treat cancer: the right way, the first time.

As an ardent philanthropist, Dr. Ajaikumar has founded several NGOs to facilitate the betterment of the Gundlupet district, Karnataka. His organisations have generously provided financial aid to cancer patients in need, granted economic empowerment to women, and funded the education of hundreds of children.

Dr. Ajaikumar's contributions to the field of cancer care in India and his success as a first-generation physician entrepreneur have been widely recognised. Dr. Ajaikumar has been conferred the prestigious E&Y Start-Up Entrepreneur of the Year Award as well as the Asian Health Care Leadership Awards. Dr. Ajaikumar has given incisive talks at reputed academic and corporate organisations including Harvard Business School and Babson Business School.

Dr. Ajaikumar has been a practising oncologist in the US and India for over four decades. He completed his residency training in Radiotherapy from the MD Anderson Hospital and

Tumour Institute of the University of Texas and his residency training in Oncology from the University of Virginia Hospital, Charlottesville. He received his MBBS from St. Johns Medical College, Bangalore.

#### Brief profile of Mrs. Anjali Ajaikumar Rossi

Anjali Ajaikumar Rossi is a seasoned professional and social entrepreneur with more than 17 years of experience in the healthcare sector with a focus on transforming the healthcare system through technological advancements.

As Executive Director of HCG, she headed quality implementation and strategic growth planning for the network of twenty HCG hospitals nationwide. In this capacity, she has managed the departments of Operational Excellence, Home Health, Nursing and Quality.

Anjali Ajaikumar Rossi has built talented teams and actively empowered her staff to pursue continuous advancements in the quality of care, organizational efficiency, employee engagement and patient satisfaction. She has been a firm proponent of strategically adopting new technologies that further the mission of delivering superior care and expanding the organization's capacity to take advantage of the healthcare opportunities of tomorrow.

Anjali Ajaikumar Rossi is actively involved in non-profit initiatives of the HCG Foundation, which creates cancer awareness and raises funds for cancer patients who are financially challenged. She is also involved in the International Human Development & Upliftment Academy, a US/Indian NGO dedicated to fostering rural education, empowering women and creating environmental awareness. She is a member of the Board of Trustees of Bharath Hospital, located in Mysore.

Anjali Ajaikumar Rossi holds an MBA from Babson College, where she earned a degree concentration in Entrepreneurship. She has been associated in the past with Clarkston Consulting as a project leader and has also served as a consultant for the Global Tracheostomy Collaborative, an international NGO.

Please see below further information on Dr. B. S. Ajaikumar and Mrs. Anjali Ajaikumar:

Name of the Director	Dr. B. S. Ajaikumar	Ms. Anjali Ajaikumar Rossi
Date of birth	August 22, 1951	May 07, 1986
Age	73 years	39 years
Qualification(s)	(i) Bachelors Degree in Medicine and Surgery from St. John's Medical College, Bangalore (ii) Residency in Oncology from the University of Virginia Hospital, Charlottesville (iii) Residency in Radiotherapy from the University of Texas System Cancer Centre, MD Anderson Hospital and Tumour Institute, Texas, United States of America	MBA from Babson College

Name of the Director	Dr. B. S. Ajaikumar	Ms. Anjali Ajaikumar Rossi
Terms and Conditions of appointment/ reappointment along with details of remuneration sought to be paid	There is no remuneration being proposed to be paid to Dr. B. S. Ajaikumar.  Refer to the Resolution and Explanatory Statement for the terms and conditions of the appointment including details of Remuneration sought to be paid.	There is no remuneration being proposed to be paid to Mrs. Anjali Ajaikumar Rossi.  Refer to the Resolution and Explanatory Statement for the terms and conditions of the appointment including details of Remuneration sought to be paid.
Details of remuneration last drawn	Details of the last remuneration drawn are available in the Annual Report of the Company for FY 2023-24.	Details of the last remuneration drawn are available in the Annual Report of the Company for FY 2023-24.
Date of first appointment on the Board	March 07, 2000	April 01, 2021
Relationships with other Directors inter-se & KMPs	Dr. B. S. Ajaikumar is the father of Ms. Anjali Ajaikumar Rossi, Non-Executive Director	Anjali is the daughter of Dr. B. S. Ajaikumar, Non-Executive Chairman.
Experience	42 years	17 years
Expertise in specific functional area	Please refer to the profile provided above	Please refer to the profile provided above
Other companies in which the Director is a Director as on the date of appointment	Please refer to Annexure 2	Please refer to Annexure 2
Chairmanships/ Memberships of the Committees of other companies as on the date of appointment	Please refer to Annexure 2	Please refer to Annexure 2
No. of meetings of the Board attended during the year	3	0
Shareholding in the Company (including shareholding as a beneficial owner)	1,44,98,715 shares (10.4% of the total paid up capital)	1,000 Shares (0.00 % of the total paid up capital)
Listed entities from which the Director has resigned in the past three years	None	None

## ANNEXURE – INFORMATION TO SHAREHOLDERS

Details of Directors seeking appointment/re-appointment  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)  
in respect of director(s) recommended for appointment and re-appointment]

### Item no. 2

#### Brief profile of Mr. Akshay Tanna

Mr. Akshay Tanna joined KKR Mumbai office in 2023 as Partner & Head of India Private Equity.

Prior to joining KKR, Akshay spent more than 13 years with TPG and was most recently a Partner in its India office. Earlier in his career, Akshay worked as an Associate in Investment Banking in the Financial Institutions Group with Deutsche Bank, New York. Akshay started his career as an Associate in Investment Banking at Merrill Lynch, New York & London.

Mr. Tanna currently serves on the Board of Directors of J B Chemicals and Pharmaceuticals Limited, Infinox Services Private Limited, Baby Memorial Hospital Limited, Advanta Enterprises Limited, Avendus Capital Private Limited, Healthium Medtech Limited, Rebel Foods Private Limited, Darwinbox Digital Solutions Private Ltd & Vini Cosmetics Private Limited

Mr. Tanna earned a BS in Economics, Magna Cum Laude from The Wharton School of the University of Pennsylvania.

Please see below further information on Mr. Akshay Tanna:

Name of the Director	Akshay Tanna
Date of Birth	20/11/1982
Age	42 years
Qualification	BS in Economics, Magna Cum Laude from The Wharton School of the University of Pennsylvania.
Experience	18 years
Terms and conditions of appointment including remuneration proposed to be paid	Only sitting fee will be paid
Details of remuneration last drawn	Not applicable
Date of first appointment on the Board.	May 30, 2025
Relationships with other Directors inter-se & KMPs	None
Expertise in specific function areas	Please refer to the profile provided above
Other companies in which the Director is a Director as on the date of appointment	Please refer to Annexure 2
Chairmanships/Memberships of the Committees of other companies as on the date of appointment	Please refer to Annexure 2
Listed entities in which the person has resigned in past three years	<ul style="list-style-type: none"> <li>Landmark Cars Limited</li> <li>Brainbees Solutions Limited</li> </ul>
No. of meetings of the Board attended during the year (post the appointment as a Director)	2
Shareholding in the Company (including shareholding as a beneficial owner)	None

Details of Directors seeking appointment/re-appointment  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)  
in respect of director(s) recommended for appointment and re-appointment]

### Item no. 3

#### Brief profile of Ms. Simrun Mehta

Ms. Simrun Mehta joined KKR in 2012 and is a Managing Director on the Private Equity team, with 17 years of experience in financial services in India.

Ms. Mehta has been closely involved in KKR's investments across multiple sectors, and currently leads KKR's investments in India in the consumer, retail and hospitals sectors. Ms. Mehta currently serves on the boards of Vini Cosmetics, Lighthouse Learning, Avendus Capital, Baby Memorial Hospital, RE Sustainability, Ness Digital Engineering and Serentica Renewables.

Prior to joining KKR, Ms. Mehta worked with Nomura's fixed income team and the commodities division of Lehman Brothers. Ms. Mehta holds a Bachelor of Arts (Honours) in Mathematics from St. Stephen's College, University of Delhi.

Please see below further information on Ms. Simrun Mehta:

Name of the Director	Simrun Mehta
Date of Birth	27/01/1988
Age	37 years
Qualification	Bachelor of Arts (Honours) in Mathematics
Experience	17 years
Terms and conditions of appointment including remuneration proposed to be paid	Only sitting fee will be paid
Details of remuneration last drawn	Not applicable
Date of first appointment on the Board	May 30, 2025
Relationships with other Directors inter-se & KMPs	None
Expertise in specific function areas	Please refer to the profile provided above
Other companies in which the Director is a Director as on the date of appointment	Please refer to Annexure 2
Chairmanships/Memberships of the Committees of other companies as on the date of appointment	Please refer to Annexure 2
Listed entities in which the person has resigned in past three years	None
No. of meetings of the Board attended during the year (post the appointment as a Director)	2
Shareholding in the Company (including shareholding as a beneficial owner)	None

Details of Directors seeking appointment/re-appointment  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)  
in respect of director(s) recommended for appointment and re-appointment]

## Item no. 8

### Brief profile of Dr. Manish Mattoo

Dr. Manish Mattoo is a seasoned healthcare business leader with over two decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalising underperforming hospitals, optimising supply chains, pioneering healthcare IT solutions, and much more. He is unwavering in his commitment to delivering high-quality care efficiently, placing patient interests at the forefront and building strong high-performance teams. He is a digital health evangelist who has introduced several innovations in healthcare operations that have enhanced patient experiences while achieving substantial savings.

In his previous role he worked as Chief Executive Officer at Apollo Hospitals, Karnataka & Central Region. He steered the business in these two large regions spanning multiple cities, several hospitals and a cumulative bed count of 2000+ beds across different formats. He led a team of over 6,000 dedicated associates including 500+ doctors delivering impressive financial results and high patient satisfaction ratings consistently.

Prior to his role at Apollo Hospitals, Dr. Manish Mattoo served as Vice-President at Fortis Healthcare, where he gained extensive experience spanning various geographies and functions, including operations, business strategy, supply chain management, and internal audit. He has also held leadership roles at healthcare majors such as Medtronic and Monitor Group. Before foraying into healthcare management, he worked as a clinician for several years in prestigious institutions like PGI, Chandigarh and Civil Hospital, Ahmedabad.

A compassionate and influential leader, Dr. Manish Mattoo prioritises team growth and fosters an encouraging workplace culture. His guiding principle revolves around providing the best possible care to patients. Driven by the belief that clinical excellence and a culture of safety are paramount in ensuring patient satisfaction, he inspires his team to strive for continuous improvement.

Dr. Manish Mattoo is a distinguished alumnus of the Indian School of Business (ISB), holding an MBA with a dual major in Finance and Strategy and Leadership. He earned his MBBS and MD in Anaesthesiology from BJ Medical College, Ahmedabad, solidifying his foundation in both clinical and management disciplines.

Please see below further information on Dr. Manish Mattoo:

Name of the Director	Dr Manish Mattoo
Date of Birth	05.08.1976
Age	48 years
Qualification	MBA with a dual major in Finance and Strategy & Leadership and MBBS and MD in Anaesthesiology
Experience	23 years
Terms and conditions of appointment including remuneration proposed to be paid	As detailed in resolution read with explanatory statement thereto
Details of remuneration last drawn	Not applicable
Date of first appointment on the Board	June 30, 2025
Relationships with other Directors inter-se & KMPs	None
Expertise in specific function areas	Please refer to the profile provided in Item no.8 of the explanatory statement above
Other companies in which the Director is a Director as on the date of appointment	None
Listed entities in which the person has resigned in past three years	None
Chairmanships/Memberships of the Committees of other companies as on the date of appointment	None
No. of meetings of the Board attended during the year (post the appointment as a Director)	Not applicable
Shareholding in the Company (including shareholding as a beneficial owner)	None



Details of Directors seeking appointment/re-appointment  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)  
in respect of director(s) recommended for appointment and re-appointment]

## Item No. 9

### Brief profile of Mr. Bijou Kurien

Mr. Bijou Kurien is a highly regarded consumer leader with more than 40 years of experience in developing brands, businesses, and establishing organizations. Upon completing his post-graduation in management at XLRI, India, he began his career at Hindustan Unilever as a Management Trainee in 1981. Subsequently, he transitioned to Titan, the largest manufacturer and marketer of watches and jewellery in India.

He contributed to the start-up team, and then as COO, in the 19 years at Titan, played a key role in building admirable brands and exclusive brand retail chains in watches, jewellery and accessories categories.

Motivated by the chance to establish a new standard in Indian retail, he took on the role of President & CEO at Reliance Industries for their bold retail initiative — Reliance Retail. He played a key role in its establishment and development from 2006 to 2014. Currently, Reliance Retail stands as a leader in Indian retailing and ranks among the fastest growing retailers globally.

He has transitioned from operational roles to advisory positions within private equity firms and their investee companies, helping companies to evolve into unicorns and beyond. He also holds the role of Independent Director on the Boards of various listed and unlisted companies.

Please see below further information on Mr. Bijou Kurien:

Name of the Director	Bijou Kurien
Date of Birth	17/01/1959
Age	66 years
Qualification	Post-Graduate in Management from XLRI, India
Experience	40 years
Terms and conditions of appointment including remuneration proposed to be paid	Mr. Bijou Kurien would be paid remuneration of ₹ 35,00,000 per annum.
Details of remuneration last drawn	Not applicable
Date of first appointment on the Board	June 30, 2025
Relationships with other Directors inter-se & KMPs	None
Expertise in specific function areas	Please refer to the profile provided above
Other companies in which the Director is a Director as on the date of appointment	Please refer to Annexure 2
Chairmanships/Memberships of the Committees of other companies as on the date of appointment	Please refer to Annexure 2
Listed entities in which the person has resigned in past three years	<ul style="list-style-type: none"> <li>Brigade Enterprises Limited (completion of tenure)</li> <li>Timex Group India Limited (completion of tenure)</li> </ul>
No. of meetings of the Board attended during the year (post the appointment as a Director)	Not applicable
Shareholding in the Company (including shareholding as a beneficial owner)	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Corporate Governance, Business/ Management Leadership Experience, Personal values, Information Technology, Functional and managerial Experience and Industry/Sector knowledge. <sup>2</sup>

## ANNEXURE – 2<sup>3</sup>

Details of other entities in which the Director is a Director, and a Member/Chairperson of the Committees of the Board.

- (a) Name of other entities in which Dr. B.S. Ajaikumar holds directorship and the Membership/Chairmanship of Committees of the Board

Sl. No	Name of the Companies (Directorship)	Membership/Chairmanship of Committees of the Board
01	Malnad Hospital and Institute of Oncology Private Limited	-
02	HCG Medi-Surge Hospitals Private Limited	-
03	BACC Health Care Private Limited	-
04	Niruja Product Development and Healthcare Research Private Limited	-
05	Healthcare Global Senthil Multi-Specialty Hospitals Private Limited	-
06	Suchirayu Health Care Solutions Limited	Nomination and Remuneration Committee (Membership)
07	Nagpur Cancer Hospital & Research Institute Private Limited	-
08	Icrest Biotechnologies Limited (Formerly known as International Stemcell Services Limited)	-
09	Vizag Hospital and Cancer Research Centre Private Limited	-
10	Sada Sharada Tumor and Research Institute	-
11	Sada Sharada Diagnostic Urology and Rehabilitation Centre Private Limited	-
12	Sada Sharada Human Development and Upliftment Academy	-
13	Kruthi Art and Design Private Limited	-
14	Healthcare Process Solutions (India) Private Limited	-
15	GHA Global Healthcare Academy Private Limited	-
16	Inviga Investment Advisors Private Limited	-

- (b) Name of other entities in which Ms. Anjali Ajaikumar Rossi holds directorship and the Membership/Chairmanship of Committees of the Board.

Sl. No	Name of the Companies (Directorship)	Membership/Chairmanship of Committees of the Board
01	Suchirayu Health Care Solutions Limited	-
02	BACC Health Care Private Limited	-
03	Sada Sharada Tumor and Research Institute	-

(c) Name of other entities in which Mr. Akshay Tanna holds directorship and the Membership/Chairmanship of Committees of the Board.

Sl. No	Name of the Companies (Directorship)	Membership/Chairmanship of Committees of the Board
01	Baby Memorial Hospital Limited	-
02	Dodla Dairy Limited	Membership of the Committee <ul style="list-style-type: none"> <li>Stakeholder's Relationship Committee.</li> <li>Corporate Social Responsibility Committee</li> <li>Risk Management Committee.</li> </ul>
03	J B Chemicals and Pharmaceuticals Limited	-
04	Healthium Medtech Limited	Nomination and Remuneration Committee (Membership)
05	Darwinbox Digital Solutions Private Limited	-
06	Rebel Foods Private Limited	-
07	Avendus Capital Private Limited	-
08	Vini Cosmetics Private Limited	Corporate Social Responsibility Committee (Membership)
09	Infinx Services Private Limited	-
10	Swastik Hospitality Products Private Limited	-

(d) Name of other entities in which Ms. Simrun Mehta holds directorship and the Membership/Chairmanship of Committees of the Board.

Sl. No	Name of the Companies (Directorship)	Membership/Chairmanship of Committees of the Board
01	Re Sustainability Limited	-
02	Baby Memorial Hospital Limited	Chairperson of the following Committees: <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> </ul>
03	Lighthouse Learning Private Limited	Membership of the following committees: <ul style="list-style-type: none"> <li>Audit and Risk Committee.</li> <li>Compensation and Human Capital Committee.</li> <li>Corporate Social Responsibility Committee.</li> <li>Health and Safety Committee</li> </ul>
04	Avendus Capital Private Limited	Corporate Social Responsibility Committee (Chairperson) Membership of the following committees: <ul style="list-style-type: none"> <li>Audit Committee.</li> <li>Nomination and Remuneration Committee</li> </ul>
05	Vini Cosmetics Private Limited	-
06	Phoenixgreen Edutech Private Limited	-
07	Serentica Renewables India Private Limited	Banking and Authorisation Committee (Membership)
08	Ek Education & Research Foundation	-
09	Euroschool Foundation	Corporate Social Responsibility Committee (Membership)

(e) Name of other entities in which Mr. Bijou Kurien holds directorship and the Membership/Chairmanship of Committees of the Board.

Sl. No	Name of the Companies (Directorship)	Membership/Chairmanship of Committees of the Board
01	Oceanic Rubber Works Private Limited	-
02	Stella Treads Private Limited	-
03	Suguna Foods Private Limited	-
04	Rapawalk Fashion Technologies Private Limited	-
05	Lighthouse Learning Private Limited	-
06	Sach Advisors Private Limited	-
07	Zenplus Private Limited	Audit Committee (Chairman)
08	Lenskart Solutions Private Limited	-
09	LTI Mindtree Limited	Membership of the following committees: <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholders Relationship Committee</li> </ul>
10	Renaissance Global Limited	Membership of the following committees: <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>
11	IIFL Finance Limited	Membership of the following committees: <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• IT Strategy Committee</li> <li>• Customer Service Committee</li> </ul> Chairmanship of the following committees: <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>
12	Brigade Hotel Ventures Limited	Membership of the following committees: <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Committee of Directors</li> </ul> Chairmanship of the following committees: <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>
13	Shadowfax Technologies Private Limited	Membership of the following committees: <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> </ul> Chairmanship of the following committees: <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>
14	SRP Prosperita Hotel Ventures Limited	-

**Notes:**

1. The Directorships do not include positions in foreign companies.
2. These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that the Directors possess all skills/ experience listed therein in the same depth and intensity.
3. The details of Directorships and Committee memberships held by the Directors in other companies are as on the date of their appointment on the Board of the Company.

By order of the Board  
For HealthCare Global Enterprises Limited

Place: Bengaluru  
Date: July 09, 2025

**Sunu Manuel**  
Company Secretary

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