



March 06, 2018

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

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

Dear Sirs,

Sub: Notice of Extraordinary General Meeting (“EGM”) of the members of HealthCare Global Enterprises Limited (“the Company”) and Remote E-Voting

Stock Code: BSE – 539787, NSE - HCG

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

Further to our intimations dated 8th February 2018 and 1st March 2018, informing the Stock Exchanges about the issuance of equity shares of the Company to Dr M. Gopichand, one of the promoters, on Preferential Allotment basis, for consideration other than cash; we would like to inform you that, the EGM for seeking the approval of the members of the Company in this regard will be held on Thursday, the 29th day of March 2018 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru - 560027, Karnataka.

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

The Notice, along with other documents as required, have been sent to the members of the Company, whose names appear in the Register of Members/Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on 2nd March 2018.

The Cut-Off date for determining the eligibility of shareholders for voting through remote e-voting and voting at the EGM, is Friday, 23rd March 2018.

The Company has engaged the services of Karvy Computershare Private Limited for the purpose of providing e-voting facility to all its Members. The voting period commences on Monday, 26th March 2018 (9.00 A.M. IST) and ends on Wednesday, 28th March 2018 (5.00 P.M. IST), after which remote e-voting will not be allowed.

The Notice is also available on the website of the Company: www.hcgel.com.

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

Thanking you,

For **HealthCare Global Enterprises Limited**


Sunu Manuel
Company Secretary & Compliance Officer



March 06, 2018

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

For **HealthCare Global Enterprises Limited**

SUNU MANUEL Digitally signed by SUNU
MANUEL
Date: 2018.03.06 20:47:26 +05'30'

Sunu Manuel
Company Secretary & Compliance Officer

HealthCare Global Enterprises Limited

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

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



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.

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

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the members of HealthCare Global Enterprises Limited (“the Company”), will be held on Thursday, the 29th day of March 2018, at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027, at 2.30 P.M to transact the following business:

SPECIAL BUSINESS:

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

Issue of equity shares to Dr M. Gopichand, one of the Promoters, for consideration other than cash

“RESOLVED THAT pursuant to: (i) the provisions of Section 62(1)(c) and other applicable provisions, if any, of Companies Act, 2013, (“CA, 2013) read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended (“ICDR Regulations”) which deals with preferential issue, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011, to the extent applicable (ii) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer, allot and deliver in one or more tranches up to 9,34,500 (Nine Lakh Thirty Four Thousand Five Hundred) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each (“Equity Shares”) fully paid at a price of Rs. 321 (Rupees Three Hundred Twenty-One), including a premium of Rs. 311 (Rupees Three Hundred Eleven) per Equity Share, aggregating to Rs. 29,99,74,500 (Rupees Twenty-Nine Crore Ninety-Nine Lakh Seventy-Four Thousand Five Hundred) for consideration other than cash, to the following subscriber, towards part payment of consideration payable by the Company for the purchase of the business of City Cancer Centre, located at CH Venkata Krishnayya Street, Vijayawada 520002, a sole proprietary concern, owned by the Subscriber (“Business Undertaking”)

Subscriber	Category	Number of Equity Shares	Consideration
Dr. M. Gopichand, PAN: AFRPM1727N Address: No.33-25-33, Ch Venkata Krishnayya Street, City Cancer Centre, Suryaraopet, Vijayawada - 520002, Andhra Pradesh	Promoter	9,34,500	Non-cash consideration where the total value of shares proposed to be allotted aggregates to Rs. 29,99,74,500

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

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be February 27, 2018, being the date falling 30 (thirty) days prior to the date of this EGM being held on March 29, 2018, to approve the preferential issuance and allotment of Equity Shares.

RESOLVED FURTHER THAT the allotment of up to 9,34,500 (Nine Lakh Thirty-Four Thousand Five Hundred) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each (“Equity Shares”) to Subscriber shall be on such terms and conditions as may be determined by the Board including in accordance with the CA, 2013 and the ICDR Regulations including but not limited to the following:

- a) The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority / Stock Exchanges / the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- b) The Equity Shares so offered and allotted to the Subscriber shall be in dematerialised form.
- c) The Equity Shares being allotted to the Subscriber shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited (‘BSE’), National Stock Exchange of India Limited (‘NSE’) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects including dividend.
- d) The Equity Shares shall remain locked-in from the date of receipt of trading approvals and for such periods as specified under Chapter VII of the ICDR Regulations.
- e) Pre Preferential holdings of the Subscriber to whom the securities are proposed to be allotted shall remain locked in from such date and for such periods as specified under the ICDR Regulations.
- f) The Equity Shares so offered, issued and allotted to the Subscriber, are being issued for consideration other than cash, being discharge of part of the Purchase Consideration for the purchase of Business Undertaking from the Subscriber; and
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

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

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

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

proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

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

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

Date: March 02, 2018
Place: Bangalore

**Sd/-
Sunu Manuel
Company Secretary**

NOTES

1. All alterations made in the form of proxy should be initialled.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of paid up share capital of the company. The instrument appointing the proxy should be deposited at the Registered Office of the company not less than 48 hours before the time for holding the meeting.
3. An Explanatory Statement for the proposed Resolution pursuant to Section 102 read with Section 108 of the CA, 2013 along with applicable rules thereunder setting out material facts forms part of this Notice.
4. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard in English and (ii) Vijayawani, Kannada newspaper having wide circulation in the district where the registered office of the Company is situated.
5. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the EGM at least 48 hours before the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/proxies are requested to kindly take note of the following:
 - (i) Copies of the Notice will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (iii) In all correspondence with the Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.
8. In compliance with the provisions of Section 108 of the CA, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility of voting through electronic means (remote e-voting) on the resolution set forth in this notice, through e-voting services provided by Karvy Computershare Private Limited.

9. The shareholders who wish to exercise their vote using remote e-voting, are requested to carefully go through the instructions for E-voting annexed to this Notice.
10. The Notice of the meeting is being sent to all the shareholders whose names appear in the records of the Company as on March 02, 2018.
11. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the CA, 2013 are available for inspection at the Registered Office of the Company during normal business hours on all working days up to the date of the EGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the CA, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 of the CA, 2013, will be made available for inspection by members of the Company at the meeting.
12. Members are requested to promptly notify in writing any changes in their address. All such communication shall be addressed to the Company Secretary and shall be deposited at the registered office of the Company. Members holding shares in the dematerialised (electronic) form are also requested to intimate address notifications to their respective Depository Participants.
13. The CA, 2013 and the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of all communications to all those shareholders who have registered their e-mail addresses with the Company/depository participants. To support this green initiative, the shareholders holding shares both in physical/ demat form are requested to register/update their e-Mail addresses with the Company/depository participants. Accordingly, notice for EGM etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.
14. Members are requested to visit the website of the Company viz www.hcgel.com for viewing the quarterly and annual financial results and for more information on the Company.
15. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on 23rd day of March 2018.
16. The facility for physical voting through Ballot Paper/ Instapoll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot Paper/ Instapoll'.
17. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

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

Date: March 02, 2018
Place: Bangalore

**Sd/-
Sunu Manuel
Company Secretary**

Voting through Electronic Means (E-Voting Facility)

Pursuant to the provisions of Section 108 of the CA, 2013 read with the rules thereunder and Regulation 44 of SEBI (LODR) Regulations, the Company is offering e-voting facility to its members in respect of the business to be transacted at the EGM scheduled to be held on Thursday, the 29th day of March 2018 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027.

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

Commencement of e-voting: From 26th day of March 2018 at 9.00 a.m.

End of e-voting: Up to 28th day of March 2018 at 5.00 p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd day of March 2018.

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

This communication forms an integral part of the Notice for the EGM scheduled to be held on 29th day of March 2018 which is enclosed herewith and is also made available on the website of the Company, www.hcgelcom. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through Karvy for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the EGM of the Company.

Procedure and instructions for e-voting

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed above / provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the “Event” i.e., HealthCare Global Enterprises Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/ AGAINST/ ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR”, partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/ AGAINST/ ABSTAIN” taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

- ix. Corporate/Institutional Members (Corporates /Fls /Flls/Trusts/Mutual Funds/Companies, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No.".
- B. In case of Members receiving the Notice by post/courier:**
1. Please use the User ID and initial password as provided above.
 2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C.** In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D.** Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the EGM.
- E.** Mr. V. Sreedharan (FCS) failing whom Mr. Pradeep B. Kulkarni (FCS), Partners, M/s. V. Sreedharan and Associates, Company Secretaries have been appointed as Scrutinizers for conducting the e-voting process and voting at the meeting in accordance with the law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is sree@sreedharancs.com.
- F.** The result of voting will be announced by the Chairman of the EGM at or after the EGM and the resolution will be deemed to have been passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolution.
- G.** The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company, www.hcgel.com and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of conclusion of EGM.
- H.** The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 23rd day of March 2018. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- I.** In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. K. S. Reddy, Asst. Gen. Manager, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : einward.ris@karvy.com, Phone : 040-67162222.
- J.** Members who have acquired shares after the dispatch of the Notice and before the Cut-off date may obtain the user ID by approaching Mr. K. S. Reddy, Asst. Gen. Manager, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.

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

On February 28, 2018, the Company entered into a business transfer agreement ("Agreement") with Dr. M. Gopichand, one of the promoters of the Company, for the purchase of the business of City Cancer Centre, located at CH Venkata Krishnayya Street, Vijayawada 520002, a sole proprietary concern, owned by the Subscriber ("Business Undertaking").

The Company presently operates one cancer care centre each in Vijayawada and Ongole and a PET CT centre in Vijayawada ("collectively referred to as HCG Vijayawada"). The purchase of the Business Undertaking by the Company provides an opportunity to consolidate the business of HCG Vijayawada and the Business

Undertaking under the Company. Dr. M. Gopichand, a renowned Surgical Oncologist in Vijayawada, has also entered into a consultancy agreement with the Company to provide medical consultancy services on an exclusive basis.

As per the Agreement, the Company has agreed to pay a consideration of Rs. 52 Crores ("Purchase Consideration"), payable partly by way of issuance of shares of the Company, and by way of cash consideration, in tranches, and certain cash tranche payments are linked to the performance of the combined business.

In this regard, the Company proposes to make a preferential allotment of 9,34,500 equity shares of the Company, having a face value of Rs. 10 (Rupees Ten) each fully paid at a price of Rs. 321 (Rupees Three Hundred Twenty-One), including a premium of Rs. 311 (Rupees Three Hundred Eleven) per Equity Share, aggregating to Rs. 29,99,74,500 (Rupees Twenty-Nine Crore Ninety Nine Lakh Seventy Four Thousand Five Hundred) ("Equity Shares"), to Dr. M. Gopichand, permanent account number: AFRPM1727N, Address: No. 33-25-33, Ch Venkata Krishnayya Street, City Cancer Centre, Suryaraopet, Vijayawada - 520002, Andhra Pradesh; ("Subscriber"). The Equity Shares so offered, issued and allotted to the Subscriber, are being issued for consideration other than cash, being discharge of part of the purchase consideration for the purchase of the Business Undertaking.

The issue of shares to Dr M. Gopichand has, subject to receipt of shareholder approval, been approved by the Board of Directors of the Company at its meeting held on February 08, 2018.

Approval of the members by way of special resolution is required *inter alia* in terms of Section 62(1)(c) of the CA, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations"), as amended.

Therefore, in terms of said sections, rules and regulations, consent of the members is being sought for the issue and allotment of Equity Shares on a preferential basis to the Subscriber, entitling the Subscriber to subscribe to and be allotted the Equity Shares, no later than 15 (fifteen) days from the date of passing of this special resolution by the members, provided that if any approval or permission by any regulatory authority / Stock Exchanges / the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.

As per Regulation 73(3) of Chapter VII of ICDR Regulations, when equity shares are issued on a preferential basis to Promoter, for a consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an Independent Qualified Valuer. Since Dr. M. Gopichand, the proposed allottee, is a promoter of the Company, the Company has obtained a valuation report from P V Srinivasan & Associates LLP, Independent Chartered Accountants. A copy of the Valuation report issued by P V Srinivasan & Associates LLP, Independent Chartered Accountants, dated 27th February 2018 shall be available for inspection at the registered office/ corporate office of the Company on all days, except Saturdays/ Sundays and other holidays, from 10.00 a.m. to 4.00 p.m. till the conclusion of the EGM and shall also be laid before the members at the meeting.

Pursuant to Regulation 74(4) of the ICDR Regulations, the allotment shall be made only in dematerialized form.

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

The Subscriber, being a promoter of the Company, along with other promoters and persons belonging to promoter group, have represented that they have not sold any equity shares of the Company during the 6 months preceding the relevant date.

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

1. **Objects of the Preferential Issue:** The object of the proposed issue and allotment of Equity Shares is to discharge the part of the Purchase Consideration payable to the Subscriber for the purchase of Business Undertaking.
2. **The total number of shares or other securities to be issued:** 9,34,500 (Nine Lakh Thirty-Four Thousand Five Hundred) Equity Shares.
3. **Terms of Issue of the Equity Shares, if any:** The Equity Shares allotted in terms of this resolution shall rank *pari passu* with existing equity shares of the Company in all respects including dividend.
4. **Relevant Date:** The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is February 27, 2018 ("Relevant Date") (being 30 days prior to the date of passing of special resolution at the EGM proposed to be held on March 29, 2018, to approve the proposed preferential issue).
5. **Pricing of Preferential Issue:** The equity shares will be issued at a price of Rs. 321 per equity share (including a premium of Rs. 311 per share) which is not lower than the price determined in terms of Regulation 76 of the ICDR Regulations.
6. **Basis on which the price has been arrived at:** The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations. For the purpose of computation of the price per equity share, National Stock Exchange of India, the stock exchange which has the highest trading volume in respect of the equity shares of the Company, during the preceding twenty-six weeks prior to the relevant date has been considered.
7. In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:
 - a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
 - b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share of Rs.321/- per equity share is higher than the price of Rs.317.70/- which has been calculated in accordance with the above provisions.

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

8. **Intention of promoters/directors/key managerial personnel to subscribe to the offer:** Dr. M. Gopichand, the Subscriber, will subscribe for 9,34,500 equity shares of Rs. 10 each of the Company. Except for the Subscriber none of the other promoters, directors or key managerial personnel intend to subscribe to the proposed issue.
9. **The class or classes of persons to whom the allotment is proposed to be made:**
The allotment is proposed to be made to a Promoter of the Company.

10. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:

Details of Subscriber	Category of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
DR. M. Gopichand PAN: AFRPM1727N Address: No. 33-25-33, Ch Venkata Krishnayya Street, City Cancer Centre, Suryaraopet, Vijayawada - 520002, Andhra Pradesh	Promoter & Resident Individual	0.9974	9,34,500	2.0506	Self

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

The pre issue and post issue shareholding pattern of the Company:

Sl. No.	Category	Pre Issue*		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A.	Promoter & Promoter Group				
1.	Indian : (Individuals)	2,08,94,662	24.04	2,18,29,162	24.85
	Sub Total				
2.	Foreign :	-	-	-	-
	Sub Total (A) Total Promoter Group shareholding	2,08,94,662	24.04	2,18,29,162	24.85
B.	Public				
1.	Institutions				
a.	Mutual Funds	1,05,40,727	12.13	1,05,40,727	12.00
b.	Foreign Portfolio Investors	3,05,15,700	35.11	3,05,15,700	34.74
c.	Financial Institutions/Banks	16,836	0.02	16,836	0.02
d.	Overseas Corporate Bodies	83,20,805	9.57	83,20,805	9.47
e.	Alternate Investment Funds	11,66,667	1.34	11,66,667	1.33
2.	Non-Institutions				
a.	Resident Individuals	57,27,121	6.59	57,27,121	6.52
b.	NBFC's registered with RBI	31,655	0.04	31,655	0.04
c.	Trusts	23,18,150	2.67	23,18,150	2.64
d.	NRIs	17,25,068	1.99	17,25,068	1.96
e.	Clearing Members	10,503	0.01	10,503	0.01
f.	Body Corporates	29,17,569	3.36	29,17,569	3.32
g.	Directors & their relatives	25,76,005	2.96	25,76,005	2.93
h.	Foreign Institutional Investors	89,218	0.10	89,218	0.10
i.	HUF	53,787	0.06	53,787	0.06
	Sub Total (B) Total Public Shareholding	6,60,09,811	75.96	6,60,09,811	75.15
	GRAND TOTAL (A+B)	8,69,04,473	100.00	8,78,38,973	100.00

*As on March 02, 2018.

The post shareholding details does not include any other allotments including allotment of shares pursuant to conversion of Employees Stock Options, as the options will be vested and exercised over a period of time.

- 11. Proposed time frame within which the allotment shall be completed:** As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority /Stock Exchange or the Central Government, within 15 days from the date of such approval(s), as the case may be.
- 12. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Date of allotment	No. of shares allotted and price at which shares are allotted	Name of allottee
28.12.2017	11,66,667 equity shares of Rs. 10 each at an issue price of Rs. 300 per share including a premium of Rs. 290 per share	Indgrowth Capital Fund I, Alternative Investment Fund, non-promoter

- 13. Change in control, if any, in the Company that would occur consequent to the preferential offer:** There shall be no change in management or control of the Company pursuant to the issue of the equity shares.
- 14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** It is proposed that the part of the Purchase Consideration shall be discharged by issuing the Equity Shares to the Subscriber for the purchase of the Business Undertaking. The value of Equity Shares has been arrived based on the Valuation report issued by P V Srinivasan & Associates LLP, Independent Chartered Accountants, dated 27th February 2018; and that the Purchase Consideration has been approved by the Board of Directors.
- 15. Lock in period:** The equity shares under the proposed preferential issue to promoter shall be subject to a lock-in period as per the requirements of ICDR Regulations.
- 16. Auditors certificate:** A certificate from M/s. BSR & Co. LLP, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations will be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays/ Sundays and other holidays, between 11.00 a.m. and 6.00 p.m. up to the date of declaration of results of voting on or before 31st day of March, 2018.
- 17. Disclosure pursuant to the provisions of Part G of Schedule VIII of SEBI (ICDR) Regulations 2009:**

It is hereby declared that neither the company nor its promoters and directors are wilful defaulters and hence providing disclosures specified in Regulation 4(6) read with Part G of Schedule VIII of SEBI (ICDR) Regulations 2009 does not arise.

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

Since the Subscriber is a promoter and part of promoter group, all other promoters of the Company are deemed to be indirectly interested in the resolution.

Subject to the above, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

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

Date: March 02, 2018
Place: Bangalore

**Sd/-
Sunu Manuel
Company Secretary**

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HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

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

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

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

ATTENDANCE SLIP

Extraordinary General Meeting

Thursday, 29th day of March 2018

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name and address of shareholder / Proxy	
DP ID & Client ID No./ Registered Folio No.	
Number of shares held	

I hereby record my/our presence at the Extraordinary General Meeting of the Company on Thursday, the 29th day of March 2018 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027 at 2.30 p.m.

If shareholder, please sign here	If proxy, please sign here

Shareholders/Proxies are requested to fill up the attendance slip and hand it over at the venue.

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HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

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

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

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

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member	:	
Registered Address	:	
DP id - Client id/ Folio No.	:	

I/We, being the holder (s) of shares of the above named company, hereby appoint:

- Name:
Address:
E-mail Id:
Signature: _____, or failing him
- Name:
Address:
E-mail Id:
Signature: _____, or failing him
- Name:
Address:
E-mail Id:
Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, the 29th day of March 2018 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027 at 2.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Agenda
1.	ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT BASIS TO DR. M. GOPICHAND, ONE OF THE PROMOTERS, FOR CONSIDERATION OTHER THAN CASH

Signed this..... day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix revenue stamp of Re. 1

ROUTE MAP - EGM VENUE

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

