



HealthCare Global Enterprises Limited

CIN: U15200KA1998PLC023489

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

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road, Bangalore 560 027, Karnataka, India

Website: www.hcgel.com, **E-mail:** investors@hcgoncology.com, **Telephone:** +91-80-4020 6000, **Fax:** +91-80-46607749

Notice to Shareholders

Notice is hereby given that the Eighteenth Annual General Meeting of the members of HealthCare Global Enterprises Limited, will be held on Thursday, the 29th day of September 2016, at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore - 560027, at 3.00 P.M to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gangadhara Ganapati (DIN: 00489200), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Prakash Parthasarathy, Director (DIN: 02011709), who retires by rotation at this Annual General Meeting and who has not sought for reappointment shall retire at this Annual General Meeting.

"RESOLVED FURTHER THAT the vacancy caused by the retirement of Mr. Prakash Parthasarathy and who has not offered himself for reappointment, be not filled up."
4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as Auditors of the Company

to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017, be and is hereby ratified at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of out-of-pocket expenses incurred by them in connection with the audit of the company."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the fixation of remuneration of Rs. 1,00,000 (exclusive of taxes and reimbursement of actual out-of-pocket expenses) to M/s. M. Thimmarayaswamy & Co., Cost Accountants, (Firm No.102637) for conducting audit of cost records of the Company for the Financial Year 2016-17, as approved by the Board."
6. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed under Companies Act, 2013 (including any amendment, modification or re-enactment thereof from time to time) and subject to the approval of the Central Government and such other authorities as may be necessary and subject to such conditions as may be imposed by any authority

in granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded for the increase in remuneration of Dr. B.S. Ajai Kumar (DIN: 00713779), Whole-time Director designated as Chairman & CEO of the Company with effect from April 1, 2016 upto June 30, 2019 on the terms mentioned hereunder, till such time the remuneration is further modified in accordance with the Act:

- Fixed remuneration (Cost To Company) of Rs. 1.90 Crores (Rupees One Crore and Ninety Lakhs) per annum.
- Variable remuneration, of up to Rs. 3.00 Crores (Rupees Three Crores) per annum, based on the achievement of certain milestones, as detailed in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the increase in remuneration, subject to the aforesaid approvals, shall be effective from April 01, 2016 and that the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate, provided that such variation or alteration, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorized to decide and finalize the quantum of Variable Remuneration payable to Dr. B.S. Ajai Kumar, Chairman & CEO of the Company, from time to time, and to decide upon, revise and lay down new milestones/performance matrix for Dr. B. S. Ajai Kumar from time to time.

RESOLVED FURTHER THAT Mr. Gangadhara Ganapati, Director or Ms. Sunu Manuel, Company Secretary be and are hereby severally authorised to do all acts and deeds as are required to give effect to the above resolutions and comply with all statutory and procedural formalities in this regard."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper

or expedient for the purpose of giving effect to this resolution and comply with all statutory and procedural formalities in this regard."

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

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to permit Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPI) and Qualified Foreign Investors (QFI) to acquire and hold on their own account and on behalf of each of their sub-accounts to make investment in the equity shares of the Company upto an aggregate limit of 100% (One Hundred Percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/ FPI/QFI in its own account and on behalf of each of their subaccounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned regulatory body or other authorities for matters connected therewith and delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the

Companies Act, 2013 and the Rules made there under; and in accordance with the Memorandum and Articles of Association of the Company, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Shareholders of the Company be and is hereby accorded to the Employee Stock Option Scheme 2014 (ESOS 2014), implemented by the Board of Directors of the Company, in accordance with the approval of the Shareholders granted on August 25, 2010, March 28, 2014 and July 13, 2015; whereby the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) were authorized to approve and implement under one or more employee stock option schemes ("the Schemes"), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; such that each option would be exercisable for one Equity share of a face value of Rs. 10 each fully paid-up, on payment of the requisite exercise price to the Company by such person(s) who are in permanent employment of the Company (including that of its existing or future subsidiary), including any Director, whether whole time or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be specified under "ESOS 2014" exercisable into corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, on such terms and in such manner as the Board /Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2014."

"RESOLVED FURTHER THAT the Stock Options pool comprising of 36,04,923 (Thirty Six Lakhs Four Thousand Nine Hundred and Twenty Three Only) stock options,

which shall include the following:

No. of Options that are outstanding (granted and unexercised) under ESOS 2010	10,127
No. of Options that are outstanding (granted and unexercised) under ESOS 2014	7,24,090
No. of Options available for grant under ESOS 2014	28,70,706
Total No. of Options	36,04,923

All vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise under any of the Schemes shall be available for being re-granted at a future date under ESOS 2014 or any such other Scheme as may be instituted by the Board or its Committee in this regard".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company".

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are to be issued/allotted by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares to be issued/allotted.

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated or split, then the number of shares to be issued/allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the "ESOS 2014".

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the "ESOS 2014" subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the "ESOS 2014" and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Consultants or Representatives, being incidental to the effective implementation and administration of "ESOS 2014" as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/ Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

By order of the Board

Date: May 26, 2016

Sunu Manuel

Place: Bangalore

Company Secretary

NOTES:

1. 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.

2. 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 Annual General Meeting at least 48 hours before the meeting.
3. 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.
4. Members/proxies are requested to kindly take note of the following:
 - (i) Copies of the Annual Report 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.
 - (iv) No gift or gift coupons will be distributed at the meeting.
5. An Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Businesses is annexed hereto and forms part of the notice.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 26th September 2016 to Thursday, 29th September 2016 (both days inclusive).
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office as well as the Corporate Office of the Company during normal business hours on all working days upto the date of the AGM. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act 2013, will be made available for inspection by members of the Company at the meeting.

8. 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.
 9. Members desiring any information relating to the annual accounts of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready.
 10. The Companies Act, 2013 and the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of the annual report 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, the annual report for the year 2015-16, notice for annual general meeting 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.
 11. Members who have not registered their e-mail addresses so far are requested to register their e-mail ids with the RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
 12. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Company. As on this date, there are large numbers of shareholders who are yet to opt for the nomination facility. Shareholders, and in particular those holding shares in single name, are requested to avail of the above facility by furnishing to the Company, the particulars of their nomination.
- Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.
13. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2014 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for re-appointment and/ or fixation of remuneration forms part of the notice.
 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. 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 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 all the resolutions set forth in this notice, through e-voting services provided by Karvy Computershare Private Limited.
 16. The Instructions for E-Voting are annexed to this Notice.
 17. The facility for physical voting through Ballot Paper 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'.
 18. 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

Date: May 26, 2016
Place: Bangalore

Sunu Manuel
Company Secretary

ANNEXURE – INFORMATION TO SHAREHOLDERS

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for re-appointment and/ or fixation of remuneration

Name of the Director	Gangadhara Ganapati	Dr. B. S. Ajai Kumar
Age	50 years	65 years
Date of first appointment to the Board	December 21, 2005	March 07, 2000
Brief profile and nature of expertise in specific functional areas	Gangadhara Ganapati is a Non-Executive Director of our Company. He has been a Director of our Company since December 21, 2005. He holds a bachelor's degree in Mechanical Engineering from the Indian Institute of Technology, Madras, and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He also holds a master's degree in Business Administration from the Wharton School, University of Pennsylvania. In the past, he has worked as the managing director of Adamas India Pharmaceuticals Private Limited, and as vice president, corporate development of Neuro Molecular Pharmaceuticals, Inc. He founded Triesta Sciences, Inc. and served as its chief executive officer from 2002 until 2006. He served in the Tata Administrative Service at Tata Industries Limited from 1990 to 1994.	Dr. B. S. Ajai Kumar is the Chairman and Chief Executive Officer of our Company. He has been a Director of our Company since March 7, 2000. He was re-appointed as the Chief Executive Officer with effect from July 1, 2015. He holds a bachelor's degree in Medicine and Surgery from St. John's Medical College, Bangalore, India. He completed his residency in Oncology from the University of Virginia Hospital, Charlottesville and his residency in Radiotherapy from the University of Texas System Cancer Centre, MD Anderson Hospital and Tumour Institute, Texas, United States of America. He has been awarded the Ernst and Young Entrepreneur of the Year Award for the start-up category in healthcare and the BC Roy Award by the Indian Science Monitor. He has also been awarded the CII Regional Emerging Entrepreneurs Award for the contribution made by our company in the field of healthcare.
Relationships with other Directors inter-se & KMPs	None	None
No. of meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Shareholding in the company	23,07,780 Equity Shares	1,76,42,739 Equity Shares
Listed companies in which the Director is a Director	Nil	Nil
Membership of the Committees of the Board of listed companies	Nil	Nil
Remuneration sought to be paid/last drawn	None	Please refer to the Resolution No.6 of this Notice and the Corporate Governance Report.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5:

The Board of Directors of the Company, at their meeting held on May 26, 2016, on recommendation by the Audit Committee, appointed M/s. M. Thimmarayaswamy & Co., Cost Accountants, as the cost auditors for the financial year 2016-17, at a remuneration of Rs. 1,00,000 (Rupees One Lakh Only) and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and Companies (Audit and Auditors) Rules, 2014 (the Rules), the appointment and the remuneration of the cost auditor is required to be ratified by the shareholders subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

M/s M. Thimmarayaswamy & Co., have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company and they have vast experience in the field of cost audit.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

ITEM NO. 6:

The Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on May 26, 2016, subject to the approval of the shareholders and the Central Government, has approved the payment of increased remuneration to Dr. B. S. Ajai Kumar, Chairman & CEO, of the Company for the period from April 1, 2016 to June 30, 2019.

Present remuneration:

- Fixed remuneration (CTC) of Rs. 1.50 Crores per annum.
- Variable remuneration of up to Rs. 1.00 Crore per annum, based on the achievement of certain milestones.

Milestones:

Actual EBITDA as a % of the approved budget	Variable Compensation Payable
Less than 80% of the budget	Nil
Between 80% and 90% of the budget	0.5% of the EBITDA
Between 90% and 100% of the budget	1.0% of the EBITDA
Greater than budget	1.5% of the EBITDA

Proposed remuneration:

- Fixed remuneration (Cost To Company) of Rs. 1.90 Crores (Rupees One Crore and Ninety Lakhs) per annum.
- Variable remuneration, of up to Rs. 3.00 Crores (Rupees Three Crores) per annum, based on the achievement of certain milestones, as detailed below:

Actual *EBITDA as a % of the approved budget for FY 2016-17	Variable Compensation Payable
Less than 90% of the budget	Nil
90% of the budget	0.6% of EBITDA
Between 90% and upto 100% of the budget	1.5% of EBITDA on a linear scale
Greater than budget	3% on the incremental EBITDA

Note:

- *1. EBITDA shall mean consolidated EBITDA, net of Minority Interest, computed at the end of every financial year on the basis of the Consolidated Audited Financials of the Company.
2. Only the EBITDA generated out of organic growth shall be considered for the first year.

Considering the vast expertise, experience and the need to oversee various activities of the Company, the proposed remuneration is considered justifiable.

Except Dr. B. S. Ajai Kumar and his relatives who are shareholders in the Company, none of the Directors/KMP/ their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends this resolution for approval of the members.

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:

I. General Information

(1) **Nature of industry:** HealthCare Global Enterprises Limited (HCG) headquartered in Bangalore is the leading provider of speciality healthcare in India focussed on cancer. Our 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. Through our HCG network, we make cancer care accessible to approximately 450 million people across eight states in India, under the leadership of Dr. B. S. Ajai Kumar.

- (2) **Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.
- (4) **Financial performance based on given indicators (in Rs.):**

Standalone financials	2015-16 (In Rs.)	2014-15 (In Rs.)	2013-14 (In Rs.)
Total Income	4,732,077,830	4,244,408,990	3,525,937,036
Total Expenditure	4,744,988,063	3,637,018,964	3,325,666,893
EBITDA	704,285,407	607,390,026	200,270,143
Depreciation and Finance Charges	374,205,794	640,970,854	561,397,831
Profit/(Loss) before tax	(57,581,613)	(33,580,828)	(361,127,688)
Profit/Loss after tax	(28,446,613)	(23,658,638)	(449,614,701)

- (5) **Export Performance:** The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2016 and March 31, 2015, is as under:

Particulars	For the year ended 31.03.2016 (Rs.)	For the year ended 31.03.2015 (Rs.)
Expenditure in Foreign Exchange		
Interest	5,014,116	6,977,248
Travel expenses	20,859,873	6,625,416
Repairs and maintenance :Machinery	19,153,402	11,788,000
Professional charges	21,676,217	3,562,075
Business promotion expenses	1,681,885	7,518,659
Total		
Earnings in foreign exchange		
Medical service income	356,380,654	310,044,092

- (6) **Foreign Investments or collaborators, if any:** HealthCare Global Enterprises Limited has received Rs. 60 Crores from V-Sciences Investments Pte Ltd, a foreign Body Corporate, apart from the shareholding of Foreign Institutional Investors,

Foreign Venture Capital Funds etc., who would have subscribed to the IPO or acquired shares from secondary market.

II. Information about the appointee, Dr. B. S. Ajai Kumar- Chairman & CEO

- (1) **Background details:** Dr. B.S. Ajai Kumar is a radiation and medical oncologist with over 35 years of experience in the field of cancer care. Dr. B. S. Ajai Kumar practiced as a consultant Doctor in the US, with specialisation in Oncology from the year 1979 till 2002 and successfully established oncology physician practices in Burlington, Iowa and later in Chicago, Illinois.

Dr. Ajai Kumar has been a Director of our Company since March 7, 2000. He was appointed as the Chief Executive Officer with effect July 14, 2006. He holds a Bachelor's

Degree in Medicine and Surgery from St. John's Medical College, Bengaluru, India. He completed his residency in Oncology from the University of Virginia Hospital, Charlottesville and his residency in Radiotherapy from the University of Texas System Cancer Centre, M. D. Anderson Hospital and Tumour Institute, Houston, Texas, USA.

- (2) **Past remuneration:** Dr. B. S. Ajai Kumar was appointed as Whole time Director, designated as Chairman & CEO on July 14, 2006, at a consolidated monthly remuneration of Rs. 4 Lakhs. The remuneration was subsequently revised to Rs. 6.25 Lakhs per month, with effect from August 02, 2007. On June 16, 2010, the remuneration was enhanced to Rs. 1.20 Crores per annum. The Company, with effect from 01.01.2015 further enhanced the remuneration to Rs. 1.5 Crores

with a variable pay, up to Rs. 1.00 Crore per annum, based on the achievement of certain milestones and a Special allowance (One-time payment) – Rs. 52.50 Lakhs for FY 2014-15. The Company has also secured necessary approvals for the same.

(3) **Recognition or awards:** Dr. B.S. Ajai Kumar was the Chairman of the International Human Development & Upliftment Academy (IHDDA). He was awarded 'Face of the year 2006' by Modern Medicare. He has also received prestigious B. C. Roy Award from the Indian Science Monitor and Kannada Rajyotsava award from Government of Karnataka. Amongst several prestigious awards, the recent awards that have been conferred on him include the Ernst and Young Entrepreneur of the Year Award for the start-up category in healthcare and CII Regional Emerging Entrepreneurs Award for the contribution made by our Company in the field of healthcare.

(4) **Job profile and his suitability:** Dr. B.S. Ajai Kumar is a radiation and medical oncologist with over 35 years of experience in the US and India in the field of cancer care and the management of cancer centres. Dr. B. S. Ajai Kumar is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to all the business units of the Company. Dr. Ajai Kumar has played a major role in upbringing the Company from a stage where it was managing one Cancer Care Centre to a company operating 15 comprehensive cancer centres, including our centre of excellence in Bengaluru, 3 freestanding diagnostic centres and 1 day care chemotherapy center across India. He was also responsible for placing HCG on an accelerated growth path, expand the organization and help evaluate and build network of centres across India. His vast experience and expert knowledge in the field of oncology, coupled with his strong resources management capability, makes him fully suitable for the position. He is the Promoter cum Chairman and CEO and has successfully completed Initial Public Offer of the company, through which the Company has raised Rs. 252.88 crores.

(5) **Remuneration proposed:** Board of Directors recommend the revision of remuneration payable to Dr. B.S. Ajai Kumar as under, with effect from April 01, 2016.

- Fixed remuneration (Cost To Company) of Rs. 1.90 Crores (Rupees One Crore and Ninety Lakhs) per annum.

- Variable remuneration, of up to Rs. 3.00 Crores (Rupees Three Crores) per annum, based on the achievement of certain milestones which is as under:

Actual *EBITDA as a % of the approved budget for FY 2016-17	Variable Compensation Payable
Less than 90% of the budget	Nil
90% of the budget	0.6% of EBITDA
Between 90% and upto 100% of the budget	1.5% of EBITDA on a linear scale
Greater than budget	3% on the incremental EBITDA

Note:

**1. EBITDA shall mean consolidated EBITDA, net of Minority Interest, computed at the end of every financial year on the basis of the Consolidated Audited Financials of the Company.

2. Only the EBITDA generated out of organic growth shall be considered for the first year.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Given the size, complexity and uniqueness of the business of the Company and nature of business, and also the profile of the position of Dr. B.S. Ajai Kumar as given above, the proposed remuneration is in line with the remuneration prevalent in the industry. His profile also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Considering the fact that Oncology is a highly specialized branch of medicine, it is difficult to establish or obtain comparative details of similar doctors in other companies. However, keeping in mind his specialization and expertise in the field of Radiation and medical oncology and management of cancer centres and the onerous responsibilities of Dr. Ajai Kumar, the Board of Directors considers that the remuneration proposed to be paid to him is justified and commensurate with other organisations of the similar type, size and nature in healthcare industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Dr. B.S. Ajai Kumar is the promoter and major shareholder of the Company. Except for this he has no other relationship directly or indirectly with the Company or with any other managerial personnel.

III. Other information

(1) Reasons of loss or inadequate profits: 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. The commercial operations of some of the large cancer care centres are yet to fully mature and some of them are in the initial stages, thereby resulting in losses or inadequacy of profits. However, we expect these Centres to grow steadily and become key drivers to our future growth.

(2) Steps taken or proposed to be taken for improvement: The Company has laid out a growth strategy to strengthen the long-term competitiveness of the enterprise and has taken several steps in implementing its strategic growth and development initiatives across various facets of the organization, assuring quality improvement and enhancement of the consumer experience through personalized patient care and medicine and nourishing the culture of empathy and patient centricity combined with a focus on patient wellness.

In addition to the above, the new cancer treatment centres being set up by the Company and its subsidiaries are likely to become operational and would contribute to the profitability of the Company in the coming years.

Further, reduced debt burden, through repayment of existing loans, would result in overall reduction in finance cost.

(3) Expected increase in productivity and profits in measurable terms.

Cancer incidence is growing at rapid pace in India, and is projected to reach 7.1 million cases by 2020 from 3.9 million cases in 2015. Given the complexity of the disease, being a specialist and a focused player, your Company's multi-disciplinary approach is a competitive advantage where we follow established protocols and service levels to generate successful outcomes.

Also, Healthcare as an industry, is increasingly becoming a prospective business segment promising return on investment. At the same time, with reduced costs and increasing income levels, more and more number of people are getting accessing to good HealthCare. Similarly, over a period Governments are coming out with Healthcare Schemes of different kind to make

Healthcare accessible and affordable at different income levels.

Considering these factors, the company is optimistic that it will increase its productivity and improve profits over a period of time.

IV. Additional Disclosures

Additional disclosures as required under Part II Section II (B) (IV) shall be disclosed in the Board's Report under the heading "Corporate Governance" of the Company attached to the financial statements for the financial year ended March 31, 2016.

The resolution for proposed revision in terms of remuneration 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.

ITEM NO. 7:

In terms of the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, the Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. However, this limit can be enhanced upto the 100% of the paid up capital of the Company subject to the approval of the shareholders by way of passing a special resolution. The present holding of FIIs alone in the Company is about 15% of the paid up capital and the same has shown an increasing trend. To enable FIIs/FPIs/QFIs to invest in the equity of the Company, it is proposed to increase the present limit from 24% upto 100% of paid-up equity share capital of the Company.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends this resolution for approval of the members.

ITEM NO. 8:

The Board of Directors of the Company, in accordance with the approval of the shareholders dated August 25, 2010, March 28, 2014 and July 13, 2015, were authorized to approve and implement one or more employee stock option schemes ("the Schemes"), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; and has created a Stock Options pool comprising of 53,00,000 stock options,

such that each option would be exercisable for one Equity share of a face value of Rs. 10 each fully paid-up on payment of the requisite exercise price to the Company. Out of the total Stock Options pool of 53,00,000, the employees have already exercised 16,95,077 options, for which shares have been allotted in the Company. Accordingly, the number of Options that have not been exercised and available for grant is as under:

No. of Options that are outstanding (granted and unexercised) under ESOS 2010	10,127
No. of Options that are outstanding (granted and unexercised) under ESOS 2014	7,24,090
No. of Options available for grant under ESOS 2014	28,70,706
Total Options	36,04,923

As per the provisions of SEBI (LODR) Regulations 2015 and SEBI (SBEB) Regulations 2015, no Company shall make further grants, or allot shares under an existing Employee Stock Option Scheme unless the Scheme/Plan is approved by the Shareholders at their meeting held after the listing of the Company with the Stock Exchanges.

The main features of the Scheme are as under:

1. Brief description about the plan:

The Company has formulated the Scheme, primarily with a view to attract, retain, incentivize and motivate the existing employees of the Company and its subsidiaries, employees joining the Company and its subsidiaries, and their Directors that would lead to higher corporate growth and productivity.

The Scheme contemplates grant of Stock Options ("Options") to the eligible employees (including Directors) of the Company and its subsidiaries, as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Plan. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise the Plan and shall administer the Plan. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final

and binding upon all persons having an interest in the Scheme.

2. Total number of stock options to be granted:

Options convertible into such number of equity shares not exceeding (including those options granted to the employees of the company's subsidiaries) 36,04,923 Equity shares (including Equity shares that may be issued pursuant to exercise of options Granted under ESOS 2014 will be available for being granted to eligible employees of the Company under one or more employee stock option Schemes.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granted at a future date.

The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under Scheme remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 36,04,923 Options shall be deemed to be increased to the extent of such additional Options issued.

3. Identification of classes of employees entitled to participate in the employee stock option schemes:

Employee means (i) a permanent employee of the Company working in India or out of India; or (ii) Director of the Company whether whole-time or not, and (iii) an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiary Companies of the Company whether in or outside India, but does not include:

- an Employee who is a Promoter or a person belonging to the Promoter Group;
- a Director who either by himself /herself or through his/ her relatives or through any body corporate, directly or indirectly, holds more than 10% of the issued and subscribed Equity Shares of the Company; and
- an Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Employees may be granted Stock Options based on performance and such other criteria as the Board/Committee may, in its absolute discretion decide. The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

4. Appraisal Process for determining the eligibility of the employees to ESOP:

The appraisal process for determining the eligibility of the employee will be specified by the Board, and will be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Board at its sole discretion.

5. Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The options granted shall vest over a period not less than one year and not exceeding 5 years from the date of grant of the options. The Board would determine the exact proportion and period in which the options would vest.

The Board may, in its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted under the schemes would vest.

6. Exercise Price:

The exercise price shall not be less than the face value per share per option.

7. Exercise Period and the process of Exercise and the conditions under which option vested in employees may lapse:

The Employee Stock Options granted shall be capable of being exercised immediately on vesting, within 10 years from the date of Grant. The options cancelled or lapsed without being exercised shall be available for further grant under any Employee Stock Option Scheme of the Company.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time.

8. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to employees under the Scheme shall be determined by the Board from time to time.

9. Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of Options.

10. Disclosure and Accounting Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ("Guidance Note") and/ or any relevant Accounting Standard(s) as may be prescribed by Institute of Chartered Accountants of India or any other appropriate authorities from time to time, including the disclosure requirements prescribed therein.

11. Method of option valuation

To calculate the stock-based compensation, the Company may use the Fair Value method for valuation of the options granted. If the Company calculates the employee compensation cost using intrinsic value of the stock options, the difference between the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Notes to Accounts and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Notes to Accounts and Directors' Report.

12. Conditions under which option vested in employees may lapse.

In the event of Termination of employment for Cause or abandonment of employment by an employee all options outstanding including vested options shall lapse in the hands of the employee. In the event of separation from employment other than for reasons mentioned above, the Board or its Committee shall decide whether the Vested Options as on that date can be exercised by the employee or not, and such decision shall be final.

Cause is defined in the Scheme as "any act that is proven to be: i) willful and material failure by Employee to perform all or a material part of his duties or observe the terms of employment or to follow the stated policies of the Company, parent company and its affiliates; ii). a dishonest, theft, crime, unethical, fraudulent, or

felonious act ("Crime of Moral Turpitude") in respect to Employee's duties to the Company or its affiliates, as applicable; iii) willful malfeasance or gross negligence (in the discharge of Employees duties to the Company or any of its affiliates) that has an adverse effect on the Company or any of its businesses or its reputation; iv) disclosure of confidential/proprietary information of the company, including financial statements, remuneration package with any other employee, vendor, customer or business associate of the Company or a third party; v). Such other act or deed as may be determined by the Nomination and Remuneration Committee from time to time by way of policy governing employment.

13. The specified time period within which the employee shall exercise the vested options

In the event of Resignation / Termination other than Cause all the vested Options may be exercised by the employee within 3 months from the date of resignation/ termination other than Cause or within such time as may be specified by the Board.

Though the Company has secured necessary approvals from the Members as per the provisions of the Companies Act 2013, for ESOS 2014, prior to the listing of the equity shares with BSE and NSE on March 30, 2016; the present approval is being sought in order to comply with the provisions of SEBI (LODR) Regulations 2015 and SEBI (SBEB) Regulations 2015, where it provides that no Company shall make further grants, or allot shares under an existing Employee Stock Option Scheme unless the Scheme/Plan is approved by the Shareholders at their meeting held after the listing of the Company with the Stock Exchanges.

Accordingly, the Resolution with the details of the Scheme is placed before the members for approval for authorising the Board to do all such acts as considered necessary to make further grants, or allot shares under an existing Employee Stock Option Scheme.

By order of the Board

Date: May 26, 2016

Place: Bangalore

Sunu Manuel

Company Secretary

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- I. **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 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 and answer 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. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total

shareholding as mentioned herein above. 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.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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 the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email 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 physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the

Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact (Unit: HealthCare Global Enterprises Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. 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).
- c. The remote e-voting period commences on 26th September 2016 (9.00 A.M. IST) and ends on 28th September 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. 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.
- d. 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. 22nd September, 2016.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 22nd September, 2016, he/she may obtain the User ID and Password in the manner as

mentioned below :

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

Web Check- in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility

through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

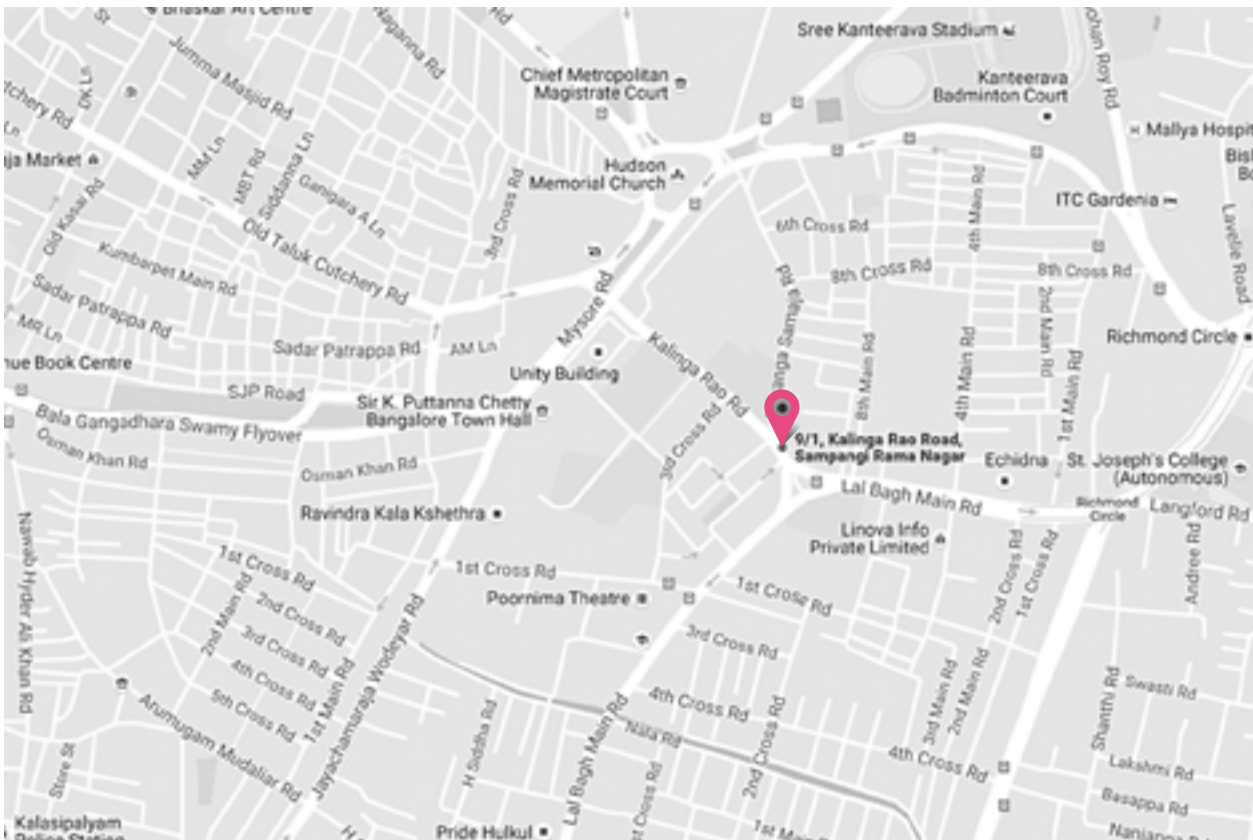
Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on "Web Checkin for General Meetings (AGM/EGM/CCM)".
- b. Select the name of the company: HealthCare Global Enterprises Limited
- c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., 26th September 2016 (9.00 A.M. IST) to 28th September 2016 (5.00 P.M. IST).

The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

ROUTE MAP – AGM VENUE

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





adding life to years

HealthCare Global Enterprises Limited

CIN: U15200KA1998PLC023489

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

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road, Bangalore 560 027, Karnataka, India

Website: www.hcgel.com, **E-mail:** investors@hcgoncology.com, **Telephone:** +91-80-4020 6000, **Fax:** +91-80-46607749

ATTENDANCE SLIP

18th Annual General Meeting

Thursday, 29th September 2016

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

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

I hereby record my/our presence at the 18th Annual General Meeting of the Company on Thursday, the 29th day of September 2016 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027 at 3.00 P.M.

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

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



adding life to years

HealthCare Global Enterprises Limited

CIN: U15200KA1998PLC023489

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

Corporate Office: No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road, Bangalore 560 027, Karnataka, India

Website: www.hcgel.com, **E-mail:** investors@hcgoncology.com, **Telephone:** +91-80-4020 6000, **Fax:** +91-80-46607749

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 :

E-mail id :

DP id - Client id/ :

Folio No :

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

1. Name Address

Email id Signature or failing him

1. Name Address

Email id Signature or failing him

1. Name Address

Email id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, the 29th day of September 2016 at No. 9/1, P. Kalinga Rao Road, Sampangi Rama Nagar, Bangalore – 560027 at 3.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Agenda
1	Adoption of Financial Statements for the year ended March 31, 2016
2	Re-appointment of Mr. Gangadhara Ganapati as a Director.
3	Retirement by rotation of Mr. Prakash Parthasarathy as a Director.
4	Ratification of the appointment of Deloitte Haskins & Sells as Statutory Auditors.
5	Ratification of remuneration payable to Cost Auditors.
6	Approval for revision in remuneration of Dr. B.S. Ajai Kumar, Whole time Director (designated as Chairman & CEO), subject to approval of Central Government.
7	Approval for FII/FPIs/QFIs to invest in the equity of the Company to 100% of paid-up equity share capital of the Company, from the present allowed limits of 24% of paid-up equity share capital of the Company.
8	Approval to make further grants or allot shares under an existing Employee Stock Option Scheme of the Company.

Signed this day of 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.