



HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

Registered Office:

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

Corporate Office:

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

Website: <https://www.hcgoncology.com/>

E-mail: investors@hcgel.com

Telephone: +91-80-4660 7700

NOTICE OF POSTAL BALLOT

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and as amended from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the Shareholders of HealthCare Global Enterprises Limited (the “Company”) through postal ballot (“Postal Ballot”) and electronic voting (“e-voting”).

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

The Board of Directors of the Company, on May 29, 2024, and August 08, 2024, has appointed Mr. V. Sreedharan, (FCS 2347; CP 833) and in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835), Partners of M/s V. Sreedharan & Associates, Practicing Company Secretaries, Bengaluru as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

In compliance with SEBI LODR Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended

only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

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

Shareholders have been provided with remote e-voting facilities arranged by the Company and are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting”. References to postal ballot(s) in this Postal Ballot Notice are votes received electronically. The remote e-voting period commences from 9.00 a.m. (IST) on August 10, 2024, and ends at 5.00 p.m. (IST) on September 08, 2024. The Scrutinizer will submit his report to the Executive Chairman or the Company Secretary of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before September 10, 2024 at 05.00 p.m. (IST) at the Registered/Corporate Office of the Company and communicated to BSE Limited (“BSE”), and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), KFin Technologies Limited (“KFinTech”) or “Registrar and Share Transfer Agents”) and would also be displayed on the Company’s website www.hcgoncology.com. The results shall also be displayed on the notice board at the Registered Office/Corporate Office of the Company.

SPECIAL BUSINESS:

ITEM NO. 1

Reappointment of Ms. Geeta Mathur (DIN: 02139552), as an Independent Director of the Company.

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

“RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies

(Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**"), (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Independent Director of the Company, effective from June 17, 2021, be and is hereby reappointed as an Independent Director of the Company for a second term of 5 (Five) years with effect from June 17, 2024; and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2

Reappointment of Mr. Rajagopalan Raghavan (DIN: 03627923), as an Independent Director of the Company.

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

"**RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, ("**SEBI LODR Regulations**"), (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajagopalan Raghavan (DIN: 03627923), who was appointed as an Independent Director of the Company, effective from August 12, 2021, be and is hereby reappointed as an Independent Director of the Company for a second term of 5 (Five) years with effect from August 12, 2024; and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For HealthCare Global Enterprises Limited

Place: Bengaluru
Date: August 08, 2024

Sunu Manuel
Company Secretary

Corporate Office:

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

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI LODR Regulations is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and is available with the Company as on August 02, 2024. A copy of this Postal Ballot Notice will also be available on the website of the Company (www.hcgoncology.com), the relevant section of the websites of National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Limited ("KFinTech or Registrar and Share Transfer Agents") (<https://evoting.kfintech.com>).
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Shareholders as on August 02, 2024. A person who is not a Shareholder on this date should treat this notice for information purpose only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the afore mentioned Resolutions in accordance with the process specified in this Notice.
4. To facilitate such Shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
 - (a) It is clarified that for permanent registration of email address, Shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
 - (b) Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
6. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
7. In compliance with Sections 108 and 110 of the Act and the Rules made there under and Regulation 44 of SEBI LODR Regulations, the Company has provided the facility to the Shareholders to exercise their votes electronically and vote on the resolutions through the e-voting facility arranged by KFin Technologies Limited. The instructions for e-voting are annexed to this Postal Ballot Notice.
8. All the Shareholders are requested to cast their votes only through remote e-voting as per the procedure provided below.
9. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized by the Board or the Company Secretary of the Company, on or before September 10, 2024, at the registered office and will also be displayed on the website of the Company <https://www.hcgoncology.com/investor-relations/> besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on September 08, 2024, i.e., the last date specified for the remote e-voting.
11. In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the items provided as special business in the Notice are considered unavoidable and hence forms part of this Notice.
12. All the material documents referred to in the Postal Ballot Notice will be available for inspection, without any fee, by the members, at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking to inspect such documents can send an email to investors@hcgel.com mentioning his / her / its folio number / DP ID and Client ID.

13. SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile number, Bank Account details, Specimen signature and Nomination by holders of physical securities. Effective January 1, 2022, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios. Further, if any one of the cited documents/ details as enunciated in the said circular are not registered with the Company/ RTA within March 31, 2023, such folios shall be frozen by the Company/ Registrar and Share Transfer Agents of the Company ("RTA").
14. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company's RTA for assistance in this regard.
15. Shareholders may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.

16. General information and instructions relating to e-voting
- i. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its Shareholders in respect of the resolutions proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Limited ("KFinTech") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
 - a) Commencement of e-voting: August 10, 2024 at 9.00 a.m. (IST).
 - b) End of e-voting: September 08, 2024 at 05.00 p.m. (IST).
 - ii. The cut-off date for the purpose of e-voting is August 02, 2024.
 - iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <https://www.hcgoncology.com/investor-relations>. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through KFinTech for all Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Postal Ballot Notice of the Company.
 - iv. Please read the instructions for e-voting given below before exercising the vote.

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

Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of the SEBI LODR Regulations, read with SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting:

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

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

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode	<ul style="list-style-type: none"> i. Initial password is provided in the body of the e-mail. ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar. iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes. iv. After entering the correct details, click on LOGIN. v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. vi. You need to login again with the new credentials. vii. On successful login, the system will prompt you to select the EVENT. viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head. ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account. x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution. xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at sree@sreedharancs.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'HCG_EVENT No.' xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFinTech on 1800 309 4001 (toll free). 		

General instructions relating to e-voting

- 1) Members who are unable to retrieve User ID/Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/ Depository Participants.
- 2) The remote e-voting period commences at 9 a.m. IST on Saturday, August 10, 2024 and ends at 5 p.m. IST on Sunday, September 08, 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 02, 2024, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 3) 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., Friday, August 02, 2024.
- 4) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of Friday, August 02, 2024, under "FOR/AGAINST" for each item of the notice separately or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cutoff date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- 5) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- 6) You may then cast your vote by selecting an appropriate option and click on "Submit".
- 7) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolution(s).
- 8) In case of any query and/or grievance, in respect of voting by electronic means through KFinTech, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or may contact Mr. Ganesh Chandra Patro, Asst. Vice President (Unit: HealthCare Global Enterprises Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or call KFinTech's toll free No. 1-800-3094-001 for any further clarifications.
- 9) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 10) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized or the Company Secretary of the Company, on or before Tuesday, September 10, 2024 and will also be displayed on the website of the Company (<https://www.hcgoncology.com/investor-relations/>), besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.
- furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or
- | Name | KFIN Technologies Limited |
|---------|---|
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |
- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>
- Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>
- For more information on updating the email address and Mobile number for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

The following explanatory statement sets out the material facts relating to all the Special Business mentioned in the Postal Ballot Notice along with the disclosures as required under Regulation 36 of SEBI LODR Regulations and the Secretarial Standards on General Meeting (SS-2).

ITEM NO. 1

Reappointment of Ms. Geeta Mathur (DIN: 02139552), as an Independent Director of the Company.

The Board of Directors and the Shareholders of the Company had appointed Ms. Geeta Mathur as an Independent Director for a term of 3 years with effect from June 17, 2021, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Articles of Association of the Company.

Ms. Geeta Mathur has completed her first term as an Independent Director of the Company on June 16, 2024.

Pursuant to the performance evaluation the Nomination and Remuneration Committee ("NRC"), after taking into account the knowledge, acumen, expertise and experience in certain functional areas and substantial contribution made by her during her tenure as an Independent Director since her appointment, has recommended to the Board that her continued association as an Independent Director would be in the best interest of the Company.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director. The Company has received from Ms Geeta Mathur (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in

Procedure for Registration of email address and Mobile number :

Securities in physical mode

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

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

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

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents

terms of the Rules to the effect that she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the SEBI LODR Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Ms Geeta Mathur has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company ('the Board') on May 29, 2024, based on the recommendation of the Nomination and Remuneration Committee of the Board, had recommended the reappointment of Ms Geeta Mathur as an Independent Director of the Company, for a period of 3 (three) years with effect from June 17, 2024, in terms of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI LODR Regulations as set out in the Resolution relating to the reappointment.

Subsequently, the Board at their meeting held on August 08, 2024, based on the recommendation of the Nomination and Remuneration Committee has considered and approved the change in the term of office of Ms Geeta Mathur as Non-Executive Independent Director from 3 (three) years to 5 (five) years with effect from June 17, 2024.

The NRC has considered her diverse skills, leadership capabilities, expertise in Corporate Finance, Banking, Treasury, Audit, Credit Control, Risk Management, Investor Relations, Regulatory Advisory and vast business experience, among others, as being key requirements for this role. Accordingly, the NRC and Board are of the view that Ms Geeta Mathur is a person of integrity and possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director. Ms Geeta Mathur is also independent of the Management.

The terms and conditions of appointment/re-appointment of Ms Geeta Mathur as an Independent Director are uploaded on the website of the Company at <https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines> and would also be made available for inspection by the Shareholders at the registered office of the Company and electronically. Members seeking to inspect the same can send an email to investors@hcgel.com.

Consent of the shareholders by way of Special Resolution is required for the reappointment of Ms Geeta Mathur in terms of Section 149 of the Act read with Schedule IV of the Act and other applicable provisions of the Act. Further, in terms of

Regulation 25(2A) of SEBI LODR Regulations, appointment of Ms Geeta Mathur as an Independent Director requires approval of members of the Company by passing a special resolution.

The Board of Directors recommend the resolution at Item No. 1 for approval by the shareholders.

Other than Ms Geeta Mathur and/or her relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No.1 of the Postal Ballot Notice. Ms Geeta Mathur is not related to any Director or KMP of the Company.

Brief profile of Ms. Geeta Mathur:

Geeta Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side and with large corporate treasuries and investor relations.

She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations.

She transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO in India working for the cause of the elderly. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of Accounts during her tenure.

She currently serves as an independent director in various large organizations across manufacturing and services such as Info edge (India) Limited, IIFL Finance Limited, 360 One Wam Limited, Onmobile Global Limited and Hero Housing Finance Limited. She serves as a member /chairperson of Audit/ Nomination and Remuneration. Exposure to multiple industries disciplines helps her cross pollinate ideas and contribute effectively as a Board member.

She co-chairs the India chapter of Women Corporate Directors Foundation, a global membership organization and community of women corporate directors with a mission is to foster a powerful, trusted community of influential women corporate directors. Additional information about Ms. Geeta Mathur pursuant to the provisions of SEBI LODR Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed herewith.

ITEM NO. 2

Reappointment of Mr. Rajagopalan Raghavan (DIN: 03627923), as an Independent Director of the Company.

The Board of Directors and the Shareholders of the Company had appointed Mr. Rajagopalan Raghavan as an Independent Director for a term of 3 years with effect from August 12, 2021, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Articles of Association of the Company.

Mr. Rajagopalan Raghavan completes his first term as an Independent Director of the Company on August 11, 2024.

Pursuant to the performance evaluation the Nomination and Remuneration Committee ("NRC"), after taking into account the knowledge, acumen, expertise and experience in certain functional areas and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that his continued association as an Independent Director would be in the interest of the Company.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received from Mr. Rajagopalan Raghavan (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the SEBI LODR Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Rajagopalan Raghavan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company ('the Board') on August 08, 2024, based on the recommendation of the Nomination and Remuneration Committee of the Board, has recommended the reappointment of Mr. Rajagopalan Raghavan as an Independent Director of the Company, for a period of 5 (Five) years with effect from August 12, 2024, in terms of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI LODR Regulations as set out in the Resolution relating to the reappointment.

The NRC has considered his diverse skills, leadership capabilities, expertise in Governance, Finance, Strategy, Human Resources, M&A and Regulatory Advisory and vast business experience, among others, as being key requirements for this role. Accordingly, the NRC and Board are of the view that Mr. Rajagopalan Raghavan is a person of integrity and possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director. Mr. Rajagopalan Raghavan is also independent of the Management.

The terms and conditions of appointment/re-appointment of Mr. Rajagopalan Raghavan as an Independent Director are uploaded on the website of the Company at <https://www.hcgoncology.com/corporate-governance/#Policies-and-Guidelines> and would also be made available for inspection by the Shareholders at the registered office of the Company and

electronically. Members seeking to inspect the same can send an email to investors@hcgel.com.

Consent of the shareholders by way of Special Resolution is required for the reappointment of Mr. Rajagopalan Raghavan, in terms of Section 149 of the Act read with Schedule IV of the Act and other applicable provisions of the Act. Further, in terms of Regulation 25(2A) of SEBI LODR Regulations, appointment of Mr. Rajagopalan Raghavan as an Independent Director requires approval of members of the Company by passing a special resolution.

The Board of Directors recommend the resolution at Item No. 2 for approval by the shareholders.

Other than Mr. Rajagopalan Raghavan and/or his relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No.2 of the Postal Ballot Notice. Mr. Rajagopalan Raghavan is not related to any Director or KMP of the Company.

Brief profile of Mr. Rajagopalan Raghavan:

Mr. Rajagopalan Raghavan ("Raj Raghavan") is the Chief Human Resources Officer at CoreStack, a global multi-cloud governance provider.

As a former HR Head at IndiGo, he helped the organization sustain its position as India's largest airline by market share. As a key member of IndiGo's Executive Committee, he successfully oversaw all aspects of Human Resources, including its learning academy, Corporate Social Responsibility and diverse administration functions.

Prior to this he was Amazon's Head of Human Resources (Asia Pacific & Middle East) for their International Consumer Business and Global Technology Development Centers in the region. Earlier, Raj Raghavan was Head of HR for GE's Global Research and India Technology Centers. Starting his HR career in the late 80's, Raj Raghavan has held several senior HR leadership positions across geographies in Hindustan Unilever, Ford Motor Company and HSBC.

Raj Raghavan earned his Master's in Personnel Management & Industrial Relations at Madras School of Social Work, India and is a Global Fellow of The Wharton School in Talent Management. Additional information about Mr. Rajagopalan Raghavan pursuant to the provisions of SEBI LODR Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed herewith.

By order of the Board
For HealthCare Global Enterprises Limited

Place: Bengaluru
Date: August 08, 2024

Sunu Manuel
Company Secretary

Corporate Office:

No. 3, Ground Floor, Tower Block, Unity Buildings Complex, Mission Road
Bengaluru – 560027 Karnataka, India
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ANNEXURE – INFORMATION TO SHAREHOLDERS

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

Name of the Director	Ms. Geeta Mathur	Mr. Rajagopalan Raghavan
Date of Birth (Age)	November 21, 1966 (57 years)	June 28, 1964 (60 years)
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	June 17, 2021	August 12, 2021
Relationships with other Directors inter-se & KMPs	None	None
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	Ms. Geeta Mathur has expertise in Corporate Finance, Banking, Treasury, Audit, Credit Control, Risk Management, Investor Relations, Regulatory Advisory, Functional and managerial Experience, Industry / Sector Knowledge.	Mr. Rajagopalan Raghavan has expertise in Governance, Finance, Strategy, Human Resources, M&A and Regulatory Advisory, Functional and managerial Experience, Industry / Sector Knowledge.
Qualification(s)	Chartered Accountant	(i) Masters in Personnel Management & Industrial Relations from Madras School of Social Work (ii) Global Fellow in Talent Management from The Wharton School, University of Pennsylvania
Other Listed companies in which the Director is a Director as on August 08, 2024	(i) 360 One Wam Limited (ii) OnMobile Global Limited (iii) Info Edge (India) Limited (iv) IIFL Finance Limited	None
Listed entities from which the Director has resigned in the past three years	(i) NIIT Limited (ii) Mothersun Sumi Wiring India Limited (iii) Mothersun Sumi Systems Limited (iv) JTEKT India Limited	None
Chairmanships/Memberships of the Committees of other public limited companies as on August 08, 2024	(i) Member of the Audit Committee of OnMobile Global Limited, IIFL Finance Limited and Hero Housing Finance Limited (ii) Chairperson of the Audit Committee of Info Edge (India) Limited, 360 One Wam Limited and Canara HSBC Life Insurance Company Limited.	None
No. of meetings of the Board attended during the year	4	2
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	Nil	Nil
Skills, capabilities, expertise and competencies	Corporate Governance, Business/Management Leadership Experience, Personal values, Information Technology, Functional and managerial Experience and Industry/ Sector knowledge	

Notes:

1. The Directorships do not include positions in foreign companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. With regard to Committees, Memberships/Chairmanships in the Audit Committee and Stakeholders' Relationship Committee/Investor Grievances Committee have only been considered.
2. In line with the Company's remuneration policy for Independent Directors, and as approved by the Nomination and Remuneration Committee, Board of Directors and the Shareholders from time to time, Ms. Geeta Mathur and Mr. Rajagopalan Raghavan will be entitled to receive remuneration, reimbursement of expenses for participation in the Board/Committee meetings and that the Remuneration shall be within the overall limits under Companies Act, 2013. With effect from FY 2023-24, Ms. Geeta Mathur and Ms. Rajagopalan Raghavan, being Independent Directors of the Company, are entitled to receive remuneration of INR 20,00,000 per annum payable on a quarterly or yearly basis, as decided by the Board of Directors of the Company.
3. These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that the Directors possess all skills/ experience listed therein in the same depth and intensity.

By order of the Board
For HealthCare Global Enterprises Limited

Place: Bengaluru
Date: August 08, 2024

Sunu Manuel
Company Secretary

Corporate Office:

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