



January 21, 2020

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

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

Dear Sir/Madam,

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

Sub : **Postal Ballot Notice for seeking approval of the members, for the reappointment of Independent Directors of the Company.**

With reference to the above subject and further to the intimation made to the stock exchanges on January 17, 2020, we would like to inform you that pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the approval of members of HealthCare Global Enterprises Limited (“the Company”) is being sought for the following Resolutions, by way of Postal Ballot including e-voting:

Sl. No.	Description of resolutions
1.	Reappointment of Dr. Sudhakar Rao, (DIN: 00267211) as an Independent Director of the Company.
2.	Reappointment of Mr. Shanker Annaswamy, (DIN: 00449634) as an Independent Director of the Company.

Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed the Postal Ballot Notice and the Postal Ballot Form. The same is being made available on the Company’s Website www.hcgel.com.

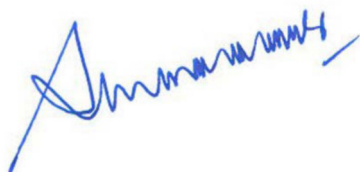
The schedule of events is set out below:

Events	Date	Time
Commencement of e-voting	January 22, 2020	09:00 A.M IST
End of e-voting	February 20, 2020	05:00 P.M IST
Announcement of results of voting by Postal Ballot	On or before February 24, 2020	

Kindly take this on record.

Thanking you,

For **HealthCare Global Enterprises Limited**



Sunu Manuel
Company Secretary & Compliance Officer



adding life to years

HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

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

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

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

Telephone: +91-80-4020 6000

NOTICE OF POSTAL BALLOT

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and pursuant to other applicable laws and regulations, that the resolutions appended below for the reappointment of Independent Directors are proposed for approval of the shareholders of the Company through postal ballot (“Postal Ballot”) and electronic voting (“e-voting”).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed hereto for your consideration, along with a postal ballot form (“Postal Ballot Form”).

The Board of Directors of the Company, on January 16, 2020, have appointed Mr. V. Sreedharan/Mr. Pradeep B. Kulkarni, partners of V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizers for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Shareholders have the option to vote either by Postal Ballot or through e-voting. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed self-addressed Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post/speed post at the expense of the shareholder(s) will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 17:00 Hours IST on February 20, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the shareholder. Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “General information and instruction relating to e-voting”. References to postal ballot(s) in this postal ballot notice (“Postal Ballot Notice”) include votes received electronically. The Scrutinizer will submit his report to the 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 February 24, 2020 at 17.00 Hours (IST), and shall be communicated to BSE Limited (“BSE”), and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), KFin Technologies Private Limited (“KTPL” or “Registrar and Share Transfer Agents”) and would also be displayed on the Company’s website www.hcgel.com.

SPECIAL BUSINESS: ITEM NO. 1

REAPPOINTMENT OF DR. SUDHAKAR RAO, AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV and other relevant provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations 2015”), (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Sudhakar Rao (DIN: 00267211) be and is hereby reappointed as an Independent Director of the Company for a period of 5 (five) years with effect from February 25, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines; and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS: ITEM NO. 2

REAPPOINTMENT OF MR. SHANKER ANNASWAMY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV and other relevant provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations 2015”), (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shanker Annaswamy (DIN: 00449634) be and is hereby reappointed as an Independent Director of the Company for a period of 5 (five) years with effect from February 25, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines; and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things 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**

Date: January 17, 2020
Place: Bengaluru

**Sunu Manuel
Company Secretary**

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act and SEBI LODR Regulations 2015.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories as on January 17, 2020. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on January 17, 2020 will be considered for the purpose of voting.
4. 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.
5. The shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case shareholders cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@hcgel.com. The Registrar and Transfer Agent/Company shall forward the same along with postage - prepaid self- addressed Business Reply Envelope to the shareholder.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on January 17, 2020. A person who is not a shareholder on January 17, 2020 should treat this notice for information purpose only.

8. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of SEBI LODR Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically on the resolutions through the e-voting facility arranged by KFin Technologies Private Limited. The instructions for e-voting are annexed to this Postal Ballot Notice.
9. A shareholder cannot exercise his vote by proxy on Postal Ballot.
10. Shareholders desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form, duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e., 17:00 hours IST) on February 20, 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the shareholders will also be accepted. Any Postal Ballot received after 17:00 hours IST on February 20, 2020 will be considered invalid.
11. The Scrutinizer will submit his report to the Chairman or the Company Secretary after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly Authorised or the Company Secretary of the Company, on or before February 24, 2020, at the registered office and will also be displayed on the website of the Company www.hcgel.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on February 20, 2020 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection 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 Postal Ballot/e-voting.
14. 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 2015, 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 Private Limited ("KTPL") 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: January 22, 2020 at 9.00 Hours (IST) .
 - b) End of e-voting: February 20, 2020 at 17.00 Hours (IST).
 - ii. The cut-off date for the purpose of e-voting is January 17, 2020.
 - 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 www.hcgel.com. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through KTPL 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.

General instruction relating to e-voting

A. Shareholders who received the Notice through e-mail from KTPL:

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

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

- iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach Password Change Menu wherein you are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. After changing password, you need to login again with the new credentials.
 - vi. On successful login, the system will prompt to select the "Event" i.e., HealthCare Global Enterprises Limited.
 - vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/ AGAINST/ABSTAIN" against the resolution or alternatively you may partially enter any number in "FOR", partially in "AGAINST" and partially in "ABSTAIN" but the total number in "FOR/AGAINST/ABSTAIN" taken together should not exceed your total shareholding as on cut-off date.
 - viii. Members holding shares under multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.
 - ix. Voting must be done for each items 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". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
 - xi. Corporate/Institutional shareholders (corporate / FIs / FII's / Trust / Mutual Funds / Companies, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sree@sreedharancs.com with a copy marked to einward.ris@kfintech.com. The scanned copy of the above mentioned documents should be in the naming format "Corporate Name_Event No.".
- B.** In case of shareholders receiving the Notice by post/courier:
- i. Please use the User ID and initial password as provided above.
 - ii. Please follow all steps from Sr. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
- C.** In case of any query pertaining to e-voting, please visit Help & FAQs section of e-voting website of KTPL.
- D.** Once the vote on the resolution is cast by a shareholder through e-voting, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again through Postal Ballot.
- E.** Mr. V. Sreedharan (FCS), Partner, V. Sreedharan & Associates, Practicing Company Secretary has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. In case he is unable to carry out the scrutiny, Mr. Pradeep B. Kulkarni Partner of the same firm has been appointed to act as the Scrutinizer. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is sree@sreedharancs.com.
- F.** The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company www.hcgel.com and on KTPL's website (<https://evoting.karvy.com>).
- G.** The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on January 17, 2020 . Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- H.** In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. Ganesh Chandra Patro, Sr. Manager, KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@kfintech.com, Phone : 040-67161526.
- I.** Members who have acquired shares after the dispatch of the Notice and before the Cut-off date may obtain

the user ID by approaching Mr. Ganesh Chandra Patro, Sr. Manager, KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@kfintech.com, Phone: 040-67161526, for issuance of the user ID and password for exercising their right to vote by electronic means.

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

ITEM NO. 1

The Board of Directors and the Shareholders of the Company had appointed Dr. Sudhakar Rao as an Independent Director for a term of 5 years with effect from February 25, 2015, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Articles of Association of the Company. Dr. Sudhakar Rao would complete his first term as an Independent Director of the Company on February 24, 2020.

The Board of Directors of the Company ('the Board') on January 16, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board ('the Committee'), has recommended for the approval of the shareholders, the re-appointment of Dr. Sudhakar Rao as an Independent Director of the Company, for a period of 5 (five) years with effect from February 25, 2020, in terms of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI LODR Regulations 2015 as set out in the Resolution relating to the reappointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Dr. Sudhakar Rao, and the contribution to the Board processes, Dr. Sudhakar Rao's continued association would benefit the Company.

The Company has received a declaration from Dr. Sudhakar Rao confirming that he meets the criteria of independence under the Act and SEBI LODR Regulations 2015.

Further, the Company has also received Dr. Sudhakar Rao's consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Dr. Sudhakar Rao is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Dr. Sudhakar Rao fulfils the conditions specified in the Act and rules made thereunder and SEBI LODR Regulations 2015, for his reappointment as an Independent Director of the Company and is independent of the management.

Copy of letter of appointment of Dr. Sudhakar Rao setting out the terms and conditions of appointment shall be available for inspection by the shareholders at the registered office of the Company.

Consent of the shareholders by way of Special Resolution is required for the reappointment of Dr. Sudhakar Rao, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the SEBI LODR Regulations 2015, consent of the shareholders by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy-five years. During the proposed term of re-appointment, Dr. Sudhakar Rao will attain the age of seventy-five years on 3rd September 2024. The Special Resolution under Item No. 1, once passed, shall also be deemed as shareholders' approval under the SEBI LODR Regulations 2015, for continuation of Dr. Sudhakar Rao as Independent Director beyond the age of seventy-five years.

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

Except Dr. Sudhakar Rao and his relatives, to the extent of shares, if any, held in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or shareholders and who may hold shares in the Company.

Brief profile of Dr. Sudhakar Rao:

Dr. Sudhakar Rao is a Non-Executive, Independent Director of our Company. He has been a Director of our Company since February 25, 2015. He holds a Master's Degree in Arts from the Delhi University and a Master's Degree in Public Administration from the Kennedy School of Government, Harvard University. He is a retired Indian Administrative Service Officer and he has held several posts in the government including the post of the Chief Secretary to the Government of Karnataka. He has previously been a Director on the boards of Indian Oil Corporation Limited and BSE Limited. He has been awarded the Kannada Rajyotsava Award by the Government of Karnataka.

Additional information about Dr. Sudhakar Rao is provided in Annexure A enclosed hereto.

ITEM NO. 2

The Board of Directors and the Shareholders of Company had appointed Mr. Shanker Annaswamy as an Independent Director for a term of 5 years with effect from February 25, 2015, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Article 47 of the Articles of Association of the Company. Mr. Shanker Annaswamy would complete his first term as an Independent Director of the Company on February 24, 2020.

The Board of Directors of the Company ('the Board') on January 16, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board ('the Committee'), recommended for the approval of the shareholders, the re-appointment of Mr. Shanker Annaswamy as Independent Director of the Company, for a period of 5 years with effect from February 25, 2020, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of the SEBI LODR Regulations 2015 as set out in the Resolution relating to the reappointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Shanker Annaswamy and the contribution to the Board processes, Mr. Shanker Annaswamy's continued association would benefit the Company.

The Company has received a declaration from Mr. Shanker Annaswamy confirming that he meets the criteria of independence under the Act and SEBI LODR Regulations, 2015.

Further, the Company has also received consent from Mr. Shanker Annaswamy to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Shanker Annaswamy is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Mr. Shanker Annaswamy fulfils the conditions specified in the Act and Rules made thereunder and SEBI LODR Regulations 2015 for his reappointment as an Independent Director of the Company and is independent of the management.

Copy of letter of appointment of Mr. Shanker Annaswamy setting out the terms and conditions of appointment shall be available for inspection by the shareholders at the registered office of the Company.

Consent of the shareholders by way of Special Resolution is required for the re-appointment of Mr. Shanker Annaswamy, in terms of Section 149 of the Act. The Board of Directors recommend the resolution at Item No. 2 for approval by the shareholders.

Except Mr. Shanker Annaswamy and his relatives, to the extent of shares, if any, held in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 2, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or shareholders and who may hold shares in the Company.

Brief profile of Mr. Shanker Annaswamy.

Mr. Shanker Annaswamy is a Non-Executive, Independent Director of our Company. He has been a Director of our Company since February 25, 2015. He holds a Bachelor's Degree in Electronics and Communication Engineering from Madras University and a Diploma in Management from the All India Management Association, New Delhi. He is experienced in the field of business management. In the past he has been the Managing Director of IBM India Private Limited and the Regional General Manager of IBM in India/South Asia. He has also been the President and Chief Executive officer of GE Medical Systems, South Asia and the Managing Director of Wipro-GE Medical Systems. He was an elected member of NASSCOM's Executive Council in the past and he has held the position of the Chairman of the National Committee of IP Owners (Confederation of Indian Industry) in 2010 and co-chaired the Confederation of Indian Industry's National Innovation Mission in 2007. In 2009, Business Week magazine listed him as one of India's 50 Most Powerful People. In October 2011, Mr. Annaswamy received a leadership award at the Forbes India Leadership Awards.

Additional information about Mr. Shanker Annaswamy is provided in Annexure A enclosed hereto.

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

Date: January 17, 2020
Place: Bengaluru

**Sunu Manuel
Company Secretary**

Annexure-A

Details of Directors seeking appointment through Postal Ballot/e-voting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Dr. Sudhakar Rao	Mr. Shanker Annaswamy
Date of Birth	03.09.1949	01.08.1955
Age	70 years	64 years
Date of appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	25.02.2015	25.02.2015
Relationships with other Directors inter-se & KMPs	None	None
Expertise in specific functional area	Senior level Government experience and academic background, Corporate Governance, Business/Management Leadership, Administration, Strategic Planning etc.	Corporate Governance, Business/Management Leadership, Administration, Strategic Planning Industry/Sector knowledge etc.
Qualification(s)	Masters Degree in Economics from the Delhi School of Economics and Masters Degree in Public Administration from the Kennedy School of Government, Harvard University	Bachelor of Engineering (B.E) in Electronics and Communication from Madras University and a Diploma in Business Management Education from the All India Management Association, New Delhi
Other Listed companies in which the Director is a Director as on December 31, 2019	TATA ELXSI Limited	IndusInd Bank Limited
Chairmanships/Memberships of the Committees of other public limited companies as on December 31, 2019	(A) Chairman: 1. Investor Grievance Committee of Tata ELXSI Limited 2. Audit Committee of L&T Infrastructure Development Projects Limited 3. Audit Committee of Iffco-Tokio General Insurance Company Limited (B) Member: In the above Committees	(A) Chairman - Nil (B) Member: 1. Audit Committee of Indusind Bank Limited. 2. Audit Committee of Transunion CIBIL Limited
No. of meetings of the Board attended during the year	Have attended 3 Meetings as on the date of the Notice, since April 01, 2019.	Have attended 3 Meetings as on the date of the Notice, since April 01, 2019.
Number of shares held in the Company	Nil	Nil

Notes:

- 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.
- In line with the Company's remuneration policy for Independent Directors, Dr. Sudhakar Rao and Mr. Shanker Annaswamy will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/Committee meetings as may be approved by the Board of Directors and shareholders on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013.



HealthCare Global Enterprises Limited

CIN: L15200KA1998PLC023489

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

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

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

Telephone: +91-80-4020 6000

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014]

Name of the Sole / First named Member : Sr. No.

Registered Address :

Registered Folio No. / DP & Client ID No. :

Name(s) of the joint Member(s), if any :

No. of shares held as on January 17, 2020 :

I/we hereby exercise my/our vote in respect of the resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot notice of the Company dated January 17, 2020 by sending my/our assent (For) or dissent (Against) to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description of the resolution	No. of shares held	I/ we assent to the Special Resolution (FOR)	I/ we dissent to the Special Resolution (AGAINST)
1.	Reappointment of Dr. Sudhakar Rao as an Independent Director of the Company			
2.	Reappointment of Mr. Shanker Annaswamy as an Independent Director of the Company			

Date: _____

Place: _____ Signature of the shareholder

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is February 20, 2020.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

INSTRUCTIONS

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form (no other form or photocopy thereof is permitted) in all respects and send it to the Scrutinizer, in the attached postage self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
4. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case shareholders cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
5. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s). Holders of Power of Attorney (POA) on behalf of the shareholders may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
6. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
7. Duly completed Postal Ballot Form should reach the scrutinizer not later than February 20, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required, from the Registrar and Share Transfer Agent, Unit: HealthCare Global Enterprises Limited, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or from the Company at its Registered Office or download the same from the Company's website www.hcgel.com.
9. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Voting rights for shares are one vote per equity share, registered in the name of the members. Voting period commences at 09:00 Hours IST on Wednesday, January 22, 2020, and ends at 17:00 Hours IST on Thursday, February 20, 2020.
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Shareholders on the cut-off date i.e., Friday, January 17, 2020. A person who is not a member on the relevant date should treat this notice for information purpose only.
14. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to investors@hcgel.com.
15. The result of voting on the Resolutions will be declared on or before Monday, February 24, 2020 at the registered office and will also be displayed on the website of the Company www.hcgel.com, besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agents.
16. The votes of a Member will be considered invalid on any of the following grounds-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
 - i) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority