

September 15, 2020

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India.

Dear Sirs,

Subject: Post Offer Advertisement, in relation to an open offer to the Public Shareholders (as defined in the LoF) of HealthCare Global Enterprises Ltd (the “Target Company”) (“Open Offer”/ “Offer”).

With respect to the captioned Open Offer, in accordance with 18(12) of SEBI (SAST) Regulations please find enclosed the post offer advertisement dated September 14, 2020 (“**Post offer Advertisement**”) (Annexure 1), that has appeared in following newspapers on September 15, 2020

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Newspaper	Language	Editions
Financial Express	English National Daily	All editions
Jansatta	Hindi National Daily	All editions
Vishwavani	Kannada Daily	All editions
Navshakti	Marathi Daily	Mumbai edition

Capitalised terms not defined herein have the same meaning as specified in the enclosed LoF.

Thanking You,

For **JM Financial Limited**

Rohit Baheti



Authorized Signatory

Enclosure: as above.

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

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POST OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED) ("SEBI (SAST) REGULATIONS")

HEALTHCARE GLOBAL ENTERPRISES LIMITED

Registered Office: HCG Towers, No. 8, P. Kalinga Rao Road, Sampangi Ram Nagar
Bangalore - 560027, India; CIN: L15200KA1998PLC023489; Tel: +91 80 4020 6000; Fax: +91-80-4660 7748;
Website: <http://www.hcgel.com>

OPEN OFFER FOR ACQUISITION OF UP TO 32,613,192 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 10 EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE EXPANDED VOTING SHARE CAPITAL (AS DEFINED BELOW) OF HEALTHCARE GLOBAL ENTERPRISES LIMITED ("TARGET COMPANY") AT PER EQUITY SHARE PRICE OF RS. 130 (RUPEES ONE HUNDRED AND THIRTY ONLY) FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ACESO COMPANY PTE. LTD. ("ACQUIRER"), TOGETHER WITH ACESO INVESTMENT HOLDINGS PTE. LTD., CVC CAPITAL PARTNERS ASIA V L.P., CVC CAPITAL PARTNERS INVESTMENT ASIA V L.P AND CVC CAPITAL PARTNERS ASIA V ASSOCIATES L.P. (TOGETHER, THE "PACs") IN THEIR CAPACITY AS A PERSON ACTING IN CONCERT WITH THE ACQUIRER ("OFFER" OR "OPEN OFFER").

This post-offer advertisement is being issued by JM Financial Limited ("Manager to the Offer"), for and on behalf of the Acquirer and PACs, pursuant to and in accordance with Regulation 18(12) of the SEBI (SAST) Regulations in respect of the Offer ("Post Offer Advertisement"). This Post Offer Advertisement should be read in continuation of and in conjunction with:

- the public announcement in connection with the Offer, made by the Manager to the Offer on behalf of the Acquirer and PACs, to NSE and BSE on June 4, 2020;
- the detailed public statement in connection with the Offer, published on June 11, 2020 in all editions of Financial Express (English), all editions of Jansatta (Hindi), all editions of Vishwavani (Kannada) and the Mumbai edition of Navshakti (Marathi) ("DPS");
- the letter of offer dated August 5, 2020, in connection with the Offer ("LoF");
- the LoF Dispatch Advertisement published on August 11, 2020, in all editions of Financial Express (English), all editions of Jansatta (Hindi), all editions of Vishwavani (Kannada) and the Mumbai edition of Navshakti (Marathi); and
- the offer opening public announcement cum corrigendum published on August 14, 2020 in all editions of Financial Express (English), all editions of Jansatta (Hindi), all editions of Vishwavani (Kannada) and the Mumbai edition of Navshakti (Marathi).

Capitalised terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to such terms in the LoF.

1.	Name of the Target Company	Healthcare Global Enterprises Ltd			
2.	Name of the Acquirer(s) and PAC	Acquirer: Aceso Company Pte. Ltd PACs: Aceso Investment Holdings Pte. Ltd., CVC Capital Partners Asia V L.P., CVC Capital Partners Investment Asia V L.P. and CVC Capital Partners Asia V Associates L.P.			
3.	Name of the Manager to the Offer	JM Financial Limited			
4.	Name of the Registrar to the Offer	Link Intime India Private Limited			
5.	Offer Details				
	Date of opening of the Offer	Monday, August 17, 2020			
	Date of closure of the Offer	Friday, August 28, 2020			
6.	Date of payment of consideration	Tuesday, September 8, 2020			
7.	Details of Acquisition				
Sr. No.	Particulars	Proposed in the Offer Document	Actuals		
7.1	Offer Price (INR per Equity Share)	INR 130	INR 130		
7.2	Aggregate number of Equity Shares tendered	32,613,192	26,048,478		
7.3	Aggregate number of Equity Shares accepted	32,613,192 ¹	26,048,478		
7.4	Size of the Offer (INR)(Number of Equity Shares multiplied by Offer Price per Equity Share)	INR 423,97,14,960	INR 338, 63,02,140		
7.5	Shareholding of the Acquirer and PACs before the agreements/Public Announcement (number and %)	NIL	NIL		
7.6	Shares acquired by way of Agreements				
	• Number	36,573,455	36,573,455		
	• % of the Expanded Voting Share Capital	29.16%	29.16%		
7.7	Shares acquired by way of Offer				
	• Number	32,613,192	26,048,478		
	• % of the Expanded Voting Share Capital	26.00%	20.77%		
7.8	Shares acquired after the DPS				
	• Number of shares acquired	NIL	NIL		
	• Price of shares acquired	NIL	NIL		
	• % of Expanded Voting Share Capital acquired	NIL	NIL		
7.9	Post offer shareholding of the Acquirer				
	• Number ³	6,91,86,647	62,621,933		
	• % of the Expanded Voting Share Capital	55.16%	49.92%		
7.10	Pre and post offer shareholding of the public Shareholders	Pre-offer	Post-offer	Pre-offer	Post-offer
	• Number ⁴	6,76,67,064	3,50,53,872	6,76,67,064	4,16,18,586
	• % of the Expanded Voting Share Capital	53.95%	27.95%	53.95%	33.18%

Note:

- Assuming full acceptance in the Offer
- ACESO COMPANY PTE. LTD had on 28 July 2020 been allotted (i) 29,516,260 Equity Shares and 18,560,663 Warrants convertible into equal number of Equity Shares; and (ii) 7,057,195 Equity Shares on conversion of 7,057,195 warrants out of the total 18,560,663 Warrants (i.e. 36,573,455 Equity Shares and 11,503,468 Warrants post conversion of 7,057,195 warrants).
- Additionally, ACESO COMPANY PTE. LTD holds 11,503,468 Warrants convertible into equal number of Equity Shares.
- The number of shares held by Public includes 1,71,267 employee stock options vested or which shall vest prior to December 31, 2020.

The Acquirer and the PACs including their respective directors accept full responsibility for the obligations of the Acquirer and the PACs as laid down in terms of the SEBI (SAST) Regulations and for the information contained in this Post Offer Advertisement, and for their obligations under the Offer.

In this Post Offer Advertisement, all references to "Rs." or "INR" are references to the Indian Rupee.

This Post Offer Advertisement would also be available on the websites of SEBI (www.sebi.gov.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com), the Target Company (www.hcgel.com) and the Registrar to the Offer (www.linkintime.co.in).

MANAGER TO THE OFFER  JM Financial Limited Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India. Tel: +91 22 6630 3030 / +91 22 6630 3262; Fax: +91 22 6630 3330 Contact Person: Ms. Prachee Dhuri Email: hcg.offer@jmf.com Website: https://www.jmf.com SEBI Registration Number: INM000010361 CIN: L67120MH1986PLC038784	REGISTRAR TO THE OFFER  Link Intime India Private Limited Address: C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, India. Telephone: +91 22 4918 6200; Fax: + 91 22 49186195 Contact Person: Mr. Sumeet Deshpande Email: hcg.offer@linkintime.co.in Website: www.linkintime.co.in SEBI Registration Number: INR000004058 CIN: U67190MH1999PTC118368
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Date: 14 September, 2020

Place: Mumbai