



December 29, 2023

**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,

**Subject : Postal Ballot Notice (only through the remote e-voting process) Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").**

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

In terms of Regulation 30 of the SEBI LODR Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the shareholders of HealthCare Global Enterprises Limited (“the Company”) for the below agenda:

Sl. No.	Description of resolution
1.	To consider and approve amendment to the Articles of Association of the Company.

Pursuant to the provisions of Section 108, 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, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 in relation to “Clarification on passing of Ordinary and Special Resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19” issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), SEBI LODR Regulations, the Postal Ballot Notice is being sent only by electronic mode to the shareholders whose names appear on the Register of shareholders/list of Beneficial Owners as on Friday, December 22, 2023 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories. As per the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, the Company has made necessary arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.

## HealthCare Global Enterprises Limited

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

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



Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed the Postal Ballot Notice dated December 29, 2023 (“Postal Ballot Notice”) along with the Explanatory Statement.

The Company has engaged the services of KFIN Technologies Limited, Registrar and Share Transfer Agent, for providing remote e-voting facility to all its shareholders. The remote e-voting will commence at 9:00 a.m. on Saturday, December 30, 2023 and end at 5:00 p.m. on Sunday, January 28, 2024. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. The results of postal ballot (through the remote e-voting process) will be declared, along with Scrutinizer’s Report, by the Chairman/Company Secretary of the Company on or before Tuesday, January 30, 2024 and will also be made available on the website of the Company [www.hcgoncology.com](http://www.hcgoncology.com) besides being communicated to Stock Exchanges, Depositories and Registrar and Transfer Agents.

The Postal Ballot Notice is also available on the Company’s website at <https://www.hcgoncology.com/investor-relations>.

Thanking you,

**For HealthCare Global Enterprises Limited**

**Sunu Manuel**  
**Company Secretary & Compliance Officer**



## 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](mailto: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 resolution appended below is 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 resolution as included in the Notice of Postal Ballot ("**Notice**" or "**Postal Ballot Notice**"), setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, on November 09, 2023 have appointed Mr. V. Sreedharan, (FCS 2347; CP 833) and in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835) or Ms. Devika Sathyanarayana, (FCS 11323; CP 17024) 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.

In compliance with SEBI LODR Regulations 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 resolution contained in this Postal Ballot Notice. The Members can vote on such resolution through remote e-voting facility only. Assent or dissent of the Members on the resolution 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 December 30, 2023, and ends at 5.00 p.m. (IST) on January 28, 2024. 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 Tuesday, January 30, 2024 at 17:00 Hours (IST) and 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 Limited ("**KFintech**" or "**Registrar and Share Transfer Agents**") and would also be displayed on the Company's website [www.hcgoncology.com](http://www.hcgoncology.com).

### SPECIAL BUSINESS:

#### ITEM NO. 1

**To consider and approve amendment to the Articles of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby amended by replacing

the existing Articles 24.2 and 24.3 in Part B of the Articles of Association of the Company with the following:

"24.2 At any time and from time to time after December 31, 2023 and prior to December 31, 2024, the Investor shall be entitled to Transfer up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale as aforesaid shall be subject to the price per Share in such sale being at least INR 360 (adjusted for splits, bonus and other corporate reorganisation). In such event, upon the completion of such sale, all the rights and obligations that the Promoter has hereunder shall cease. However, the Promoter's obligations under Articles 29 (Right to Invest), 28 (Non-Compete) and 19 (Exercise of Rights) will continue. Further, the Promoter shall only be entitled (i) to nominate 1 (One) Director on the Board of the Company; and (ii) to its tag along rights under Article 22 (Tag-Along Rights). The abovementioned rights under (i) and (ii) shall continue only so long as Promoter continues to hold Equity Shares representing more than 7.5% (Seven and half percent) of the Share Capital of the Company on a Fully Diluted Basis.

24.3 At any time and from time to time on or after December 31, 2024, the Investor shall be entitled to Transfer, including by way of a merger up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale shall not be subject to any limitation, including as to price and the manner of payment.

In such event, upon the completion of such Transfer or merger, all the rights and obligations that the Promoter has hereunder shall cease. However, the Promoter's obligations under Articles 29 (Right to Invest), 28 (Non-Compete) and 19 (Exercise of Rights) will continue. Further, the Promoter shall only be entitled (i) to nominate 1 (One) Director on the Board of the Company; and (ii) to its tag along rights under Article 22 (Tag-Along Rights). The abovementioned rights under (i) and (ii) shall continue only so long as Promoter continues to hold Equity Shares representing more than 7.5% (Seven and half percent) of the Share Capital of the Company on a Fully Diluted Basis."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

Place: Bengaluru  
Date: December 29, 2023

**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.
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 December 22, 2023. A copy of this Postal Ballot Notice will also be available on the website of the Company ([www.hcgoncology.com](http://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**") (<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 December 22, 2023. A person who is not a Shareholder on this date should treat this notice for information purpose only.
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 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 resolution 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 Authorised or the Company Secretary of the Company, on or before January 30, 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, Depositories and Registrar and Share Transfer Agents.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on January 28, 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 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 remote e-voting.
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 resolution 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: December 30, 2023 at 9.00 Hours (IST).
- b) End of e-voting: January 28, 2024 at 17.00 Hours (IST).
- ii. The cut-off date for the purpose of e-voting is December 22, 2023.
- 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	<p>1. Members already registered for IDeAS facility may follow the below steps:</p> <p>a) Visit the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>b) On the home page, click on the "Beneficial Owner" icon under the 'IDeAS' section.</p> <p>c) On the new screen, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under e-voting services.</p> <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>1. Members already registered for Easi/Easiest facility may follow the below steps:</p> <p>a) Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b) Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</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>Members may alternatively log-in using the 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 on or e-voting service provider name i.e. KFintech and will be redirected to KFintech website casting their vote.</p>



MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
	<p>2. Members who have not registered for IDeAS facility may follow the below steps:</p> <ol style="list-style-type: none"> <li>To register for this facility, visit the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>On the home page, select "Register Online for IDeAS"</li> <li>On completion of the registration formality, follow the steps provided above.</li> </ol> <p>3. Members may alternatively vote through the e-voting website of NSDL in the manner specified below:</p> <ol style="list-style-type: none"> <li>Visit the URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>Click on the "Login" icon available under the 'Shareholder/Member' section.</li> <li>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.</li> <li>Post successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page.</li> <li>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. Members can also download NSDL Mobile App "NSDL Speede" facility.</li> </ol> <p>4. For any technical assistance, Members may contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 or 1800224430.</p>	<p>2. Members who have not registered for Easi/Easiest facility may follow the below steps:</p> <ol style="list-style-type: none"> <li>To register for this facility, visit the URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>On completion of the registration formality, follow the steps provided above.</li> </ol> <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <ol style="list-style-type: none"> <li>Visit the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Enter the demat account number and PAN</li> <li>Enter OTP received on mobile number &amp; email registered with the demat account for authentication.</li> <li>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.</li> </ol> <p>4. For any technical assistance, Members may contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022-23058738 or 022-23058542-43.</p>	

<p>Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode</p>	<ol style="list-style-type: none"> <li>i. Initial password is provided in the body of the e-mail.</li> <li>ii. Launch internet browser and type the URL: <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> in the address bar.</li> <li>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.</li> <li>iv. After entering the correct details, click on LOGIN.</li> <li>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.</li> <li>vi. You need to login again with the new credentials.</li> <li>vii. On successful login, the system will prompt you to select the EVENT.</li> <li>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.</li> <li>ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.</li> <li>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.</li> <li>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 authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at <a href="mailto:sree@sreedharancs.com">sree@sreedharancs.com</a> 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.'</li> <li>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 <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> or call KFin on 1800 309 4001 (toll free).</li> </ol>
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### 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, December 30, 2023 and ends at 5 p.m. IST on Sunday, January 28, 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, December 22, 2023, 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, December 22, 2023.
- 4) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of Friday, December 22, 2023, 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](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](https://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, on or before Tuesday, January 30, 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, Depositories and Registrar and Share Transfer Agent.

### Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders 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. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

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 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 and Mobile details 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 statement sets out the material facts relating to the Special Business mentioned in the Postal Ballot Notice.

### ITEM NO. 1

#### To consider and approve amendment to the Articles of Association of the Company.

It is brought to the attention of the shareholders that, an Amendment Agreement to the Investment Agreement dated June 04, 2020 ("**Investment Agreement**" or "**IA**"), has been executed on December 20, 2023 ("**Amendment Agreement**"), by and between Aceso Company Pte. Ltd., Singapore ("**Aceso**"), Dr. B.S. Ajaikumar ("**Dr Ajaikumar**"), and the Company.

The Investment Agreement inter alia records the terms and conditions governing the management of the Company and inter se rights and obligations between Aceso and Dr Ajaikumar, in relation to the Company, and the Amendment Agreement is with respect to modifying the time period relating to Aceso's Exit, under Clauses 24.2 and 24.3 of the Investment Agreement (corresponding to Articles 24.2 and 24.3 in Part B of the Articles of Association of the Company).

As per the provisions of the Investment Agreement, Aceso may at any time and from time to time after the expiry of 4 (Four) years from First Closing (July 28, 2020) and prior to the expiry of 5 (Five) years from First Closing, shall be entitled to Transfer up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale as aforesaid shall be subject to the price per Share in such sale being at least INR 360 (adjusted for splits, bonus and other corporate reorganization). The Amendment Agreement modifies the time period of 4 years from First Closing and prior to the expiry of 5 (Five) years from First Closing to after December 31, 2023, and prior to December 31, 2024, respectively.

Further the Investment Agreement provides that at any time and from time to time after the expiry of 5 (Five) years from First Closing, the Investor shall be entitled to Transfer, including by way of a merger up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale shall not be subject to any limitation, including as to price and the manner of payment. The Amendment Agreement modifies the time period from expiry of 5 (Five) years from First Closing to on or after December 31, 2024.

Since the provisions of the Investment Agreement have been incorporated in the Articles of Association of the Company, the Company would have to amend the Articles of Association to incorporate the amendments to the Investment Agreement.

Existing Articles 24.2 and 24.3 in Part B of the Articles of Association

"24.2 At any time and from time to time after the expiry of 4 (Four) years from First Closing and prior to the expiry of 5 (Five) years from First Closing, the Investor shall be entitled to Transfer up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale as aforesaid shall be subject to the price per Share in such sale being at least INR 360 (adjusted for splits, bonus and other corporate reorganisation). In such event, upon the completion of such sale, all the rights and obligations that the Promoter hereunder shall cease. However, the Promoter's obligations under Articles 29 (Right to Invest), 28 (Non-Compete) and 19 (Exercise of Rights) will continue. Further, the Promoter shall only be entitled (i) to nominate 1 (One) Director on the Board of the Company; and (ii) to its tag along rights under Article 22 (Tag-Along Rights). The abovementioned rights under (i) and (ii) shall continue only so long as Promoter continues to hold Equity Shares representing more than 7.5% (Seven and half percent) of the Share Capital of the Company on a Fully Diluted Basis.

24.3 At any time and from time to time after the expiry of 5 (Five) years from First Closing, the Investor shall be entitled to Transfer, including by way of a merger up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale shall not be subject to any limitation, including as to price and the manner of payment. In such event, upon the completion of such Transfer or merger, all the rights and obligations that the Promoter hereunder shall cease. However, the Promoter's obligations under Articles 29 (Right to Invest), 28 (Non-Compete) and 19 (Exercise of Rights) will continue. Further, the Promoter shall only be entitled (i) to nominate 1 (One) Director on the Board of the Company; and (ii) to its tag along rights under Article 22 (Tag-Along Rights). The abovementioned rights under (i) and (ii) shall continue only so long as Promoter continues to hold Equity Shares representing more than 7.5% (Seven and half percent) of the Share Capital of the Company on a Fully Diluted Basis."

Proposed amendments to Articles 24.2 and 24.3 in Part B of the Articles of Association

"24.2 At any time and from time to time after December 31, 2023 and prior to December 31, 2024, the Investor shall be entitled to Transfer up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale as aforesaid shall be subject to the price per Share in such sale being at least INR 360 (adjusted for splits, bonus and other corporate reorganisation). In such event, upon

the completion of such sale, all the rights and obligations that the Promoter has hereunder shall cease. However, the Promoter's obligations under Articles 29 (Right to Invest), 28 (Non-Compete) and 19 (Exercise of Rights) will continue. Further, the Promoter shall only be entitled (i) to nominate 1 (One) Director on the Board of the Company; and (ii) to its tag along rights under Article 22 (Tag-Along Rights). The abovementioned rights under (i) and (ii) shall continue only so long as Promoter continues to hold Equity Shares representing more than 7.5% (Seven and half percent) of the Share Capital of the Company on a Fully Diluted Basis.

24.3 At any time and from time to time on or after December 31, 2024, the Investor shall be entitled to Transfer, including by way of a merger up to all of the Investor Securities (free from all restrictions, including those contained herein) to any third party together with all its rights and without the transferee being subject to any of its obligations. Such sale shall not be subject to any limitation, including as to price and the manner of payment. In such event, upon the completion of such Transfer or merger, all the rights and obligations that the Promoter has hereunder shall cease. However, the Promoter's obligations under Articles 29 (Right to Invest), 28 (Non-Compete) and 19 (Exercise of Rights) will continue. Further, the Promoter shall only be entitled (i) to nominate 1 (One) Director on the Board of the Company; and (ii) to its tag along rights under Article 22 (Tag-Along Rights). The abovementioned rights under (i) and (ii) shall continue only so long as Promoter continues to hold Equity Shares representing

more than 7.5% (Seven and half percent) of the Share Capital of the Company on a Fully Diluted Basis."

It is proposed to adopt these changes in the Articles of Association. Pursuant to Section 5, 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for making amendments to the Articles of Association.

The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution.

A copy of the Amended Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the above resolution.

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

Place: Bengaluru  
Date: December 29, 2023

**Sunu Manuel**  
Company Secretary