



HealthCare Global Enterprises Limited

CIN: LI5200KA1998PLC023489

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@hcgoncology.com
Telephone: +91-80-4020 6000

NOTICE OF THE 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First (21st) Annual General Meeting (“AGM”) of the members of HealthCare Global Enterprises Limited (“the Company”), will be held on Thursday, September 26, 2019, at 3.00 P.M. at The Chancery Pavilion, No. 135, Residency Road, Shanthala Nagar, Ashok Nagar, Bengaluru – 560025, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
- To appoint a Director in place of Mr. Gangadhara Ganapati (DIN: 00489200), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To consider and to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203, Schedule V, Chapter VIII and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other necessary approval(s), consent(s) or permission(s), as may be required; and in accordance with the provisions of Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, Audit and Risk Management Committee, and the approval of Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded to re-appoint Dr. B. S. Ajaikumar (DIN: 00713779) as Whole-time Director & Chief Executive Officer (CEO) of the Company, for a period of 4 (four)

years with effect from July 01, 2019, not liable to retire by rotation, on the payment of remuneration and other terms and conditions as set out below.

- Fixed remuneration (Cost To Company) of ₹2,09,00,000 (Rupees Two Crore and Nine Lakhs only) per annum,
- Variable remuneration, of up to ₹3,00,00,000 (Rupees Three Crores only) per annum, based on the quantitative and qualitative parameters, as detailed below:

(a) Based on Financial Performance

Up to ₹2,40,00,000 (Rupees Two Crores and Forty Lakhs only) payable based upon achievement of financial performance as detailed below:

Actual *EBITDA as a % of the **Approved Budget for the Financial Year	Variable Compensation Payable
Less than 90% of the Budget	Nil
90% of the Budget	0.6% of EBITDA
Between 90% and up to 100% of the Budget	1.2% of EBITDA on a linear scale
Greater than Budget	2.4% on the incremental EBITDA

Note:

- *EBITDA shall mean consolidated EBITDA, net of minority interest, computed at the end of every financial year on the basis of the consolidated audited financials of the Company.
- Only the EBITDA generated out of organic growth shall be considered for the first year, i.e. the EBITDA associated with any acquisition by the Company during the financial year shall be excluded in the computation of the Variable Compensation in the financial year in which the acquisition occurred.
- **Approved Budget for the Financial Year, shall mean the Budget approved by the Board of Directors of the Company for the relevant financial year.

(b) Based on Qualitative Performance

Variable Compensation of up to ₹60,00,000 (Rupees Sixty Lakhs only) based on the annual performance evaluation of the CEO by the Board of Directors, as further detailed below:

No Variable Compensation on the Qualitative Performance shall be payable if the Actual EBITDA (as computed in 2(a) above) is less than 85% of the Approved Budget for the Financial Year.

Performance Rating (on a scale of 5)	Variable Compensation Payable
Less than 3.50	Nil
Between 3.50 and 5.00	On a linear scale starting from 0% upto a maximum of 100% of ₹60,00,000 (Rupees Sixty Lakhs Only).

RESOLVED FURTHER THAT the remuneration, subject to the aforesaid approvals, shall be effective from July 01, 2019 for a period of 4 years or such other earlier date where a resolution is passed by the Board of Directors altering or varying the remuneration; and that the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate, provided that such variation or alteration, as the case may be, is within the overall limits as set out in the resolution, or as specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other relevant provisions of the Companies Act, 2013 and/or as approved by such other competent authority, as applicable.

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

RESOLVED FURTHER THAT pursuant Schedule V of the Act and other applicable provisions of the said Act, if any, and subject to such approvals as

may be necessary, the Company may pay the remuneration specified supra to Dr. B. S. Ajaikumar, Whole-time Director & CEO of the Company, as minimum remuneration in case the Company has no profits or its profits are inadequate during any of the financial years of the period mentioned hereinabove.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required in this regard, and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

4. To consider and to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules framed under Companies Act, 2013 (including any amendment, modification or re-enactment thereof from time to time) and the recommendation of the Nomination and Remuneration Committee, Audit and Risk Management Committee, and the approval of Board of Directors accorded at their meeting held on May 23, 2019, the consent of the Shareholders of the Company be and is hereby accorded to enhance the remuneration payable to Ms. Anjali Ajaikumar, Vice-President – Strategy & Quality, relative of Dr B. S. Ajaikumar, Whole-time Director & CEO of the Company, from ₹55,39,200 (Rupees Fifty Five Lakh Thirty Nine Thousand Two Hundred) per annum (Cost To Company) to ₹57,60,768 (Rupees Fifty Seven Lakh Sixty Thousand Seven Hundred Sixty Eight) per annum, inclusive of all basic, additional, fixed and variable remunerations, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences, effective from May 23, 2019; till such time the remuneration is further modified in accordance with the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the "Board" which term shall be deemed to include any committee duly constituted by the Board or any committee which the Board may hereinafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

5. To consider and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval of the shareholders of the Company be and is hereby accorded for the ratification of remuneration of ₹1,75,000 (Rupees One Lakh Seventy-Five Thousand Only) (exclusive of taxes and re-imbursement of actual out-of-pocket expenses) payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 00065), appointed as Cost Auditors, for conducting audit of cost records of the Company for the Financial Year 2018-19, as recommended

by the Audit and Risk Management Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval of the shareholders of the Company be and is hereby accorded for the ratification of remuneration of ₹1,75,000 (Rupees One Lakh Seventy Five Thousand Only) (exclusive of taxes and re-imbursement of actual out-of-pocket expenses) payable to M/s. Rao, Murthy & Associates, Cost Accountants, (Firm Registration No. 00065) appointed as Cost Auditors, for conducting audit of cost records of the Company for the Financial Year 2019-20, as recommended by the Audit and Risk Management Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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

Date: August 08, 2019
Place: Bengaluru

Sd/-
Sunu Manuel
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50(fifty) and holding in aggregate not more than ten percent of paid up share capital of the company. The instrument appointing the proxy should be deposited at the Registered Office of the company not less than 48 hours before the time fixed for commencement of the meeting.
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/proxies are requested to kindly take note of the following:
 - (i) Copies of the Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (iii) In all correspondence with the Company and/or the RTA, , Folio No. /DP ID and Client ID no. must be quoted.
 - (iv) No gift or gift coupons will be distributed at the meeting.
5. An Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto and forms part of the notice.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Thursday, September 26, 2019 (both days inclusive).
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office as well as the Corporate Office of the Company during normal business hours on all working days up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act 2013, will be made available for inspection by members of the Company at the meeting.
8. Members are requested to promptly notify in writing any changes in their address. All such communication shall be addressed to the Company Secretary and shall be deposited at the registered office of the Company. Members holding shares in the dematerialised (electronic) form are also requested to intimate address notifications to their respective Depository Participants.
9. Members desiring any information relating to the annual accounts of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready.
10. The Companies Act, 2013 and the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of the annual report to all those shareholders who have registered their e-mail addresses with the Company/depository participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their e-Mail addresses with the Company/depository participants. Accordingly, the annual report for the year 2018-19, notice for annual general meeting etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail ids with the RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
12. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Company. As on this date, there are large numbers of shareholders who are yet to opt for the nomination facility. Shareholders, and in particular those holding shares in single name, are requested to avail of the above facility by furnishing to the Company, the particulars of their

nomination. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.

13. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for re-appointment and/ or fixation of remuneration forms part of the notice.
14. Members are requested to visit the website of the Company <https://hcgel.com/investors> for viewing the quarterly and annual financial results and for more information on the Company.
15. At the 19th Annual General Meeting of the Company held on August 10, 2017, the members approved appointment of M/s. BSR & Co. LLP (Firm Registration No. 101248W/W-100022) as Statutory Auditors for a term of 5 years commencing from the conclusion of the Annual General Meeting of the Company held on August 10, 2017, till the conclusion of the Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by members at every Annual General Meeting, if so required by the Companies Act 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 21st Annual General Meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice, through e-voting services provided by Karvy Fintech Private Limited.
17. The Instructions for E-Voting are annexed to this Notice.
18. The facility for e-voting ('Instapoll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Instapoll'.
19. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

By order of the Board

Date: August 08, 2019
Place: Bengaluru

Sd/-
Sunu Manuel
Company Secretary

ANNEXURE – INFORMATION TO SHAREHOLDERS

Details of Directors seeking appointment/re-appointment at the 21st Annual General Meeting to be held on September 26, 2019.

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

Name of the Director	Mr. Gangadhara Ganapati	Dr. B. S. Ajaikumar
Age	53 years	67 years
Date of first appointment to the Board	December 12, 2005	March 07, 2000
Brief profile and nature of Expertise in specific functional areas	<p>Mr. Gangadhara Ganapati is a Non-Executive Director of our Company. He has been a Director of our Company since December 21, 2005. He holds a bachelor's degree in Mechanical Engineering from the Indian Institute of Technology, Madras, and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He also holds a Master's Degree in Business Administration from the Wharton School, University of Pennsylvania. In the past, he has worked as the Managing Director of Adamas India Pharmaceuticals Private Limited, and as Vice President, corporate development of Neuro Molecular Pharmaceuticals, Inc. He founded Triesta Sciences, Inc. and served as its Chief Executive Officer from 2002 until 2006. He served in the Tata Administrative Service at Tata Industries Limited from 1990 to 1994.</p>	<p>Dr. B. S. Ajaikumar is the Chairman of the Board and Whole-time Director & Chief Executive Officer of our Company. He has been a Director of our Company since March 7, 2000. He was re-appointed as the Chief Executive Officer with effect from July 1, 2015. He holds a bachelor's degree in Medicine and Surgery from St. John's Medical College, Bangalore, India. He completed his residency in Oncology from the University of Virginia Hospital, Charlottesville and his residency in Radiotherapy from the University of Texas System Cancer Centre, MD Anderson Hospital and Tumour Institute, Texas, United States of America. He has been awarded the Ernst and Young Entrepreneur of the Year Award for the start-up category in healthcare and the BC Roy Award by the Indian Science Monitor. He has also been awarded the CII Regional Emerging Entrepreneurs Award for the contribution made by our company in the field of healthcare.</p>
Relationships with other Directors inter-se & KMPs	None	None
No. of meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Shareholding in the company	17,16,170 Shares (1.94% of the total paid up capital)	1,76,80,921 Equity Shares (19.95% the total paid up capital)
Other Listed companies in which the Director is a Director	Nil	Nil
Membership of the Committees of the Board of other listed companies	Nil	Nil
Terms and Conditions of appointment/reappointment along with details of Remuneration sought to be paid/last drawn	None	Refer to the Resolution and Explanatory Statement for the terms and conditions of reappointment including details of Remuneration sought to be paid/last drawn.

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

The following statement sets out the material facts relating to all the Special Business mentioned in the Notice of the Annual General Meeting.

ITEM NO. 3:

On the recommendation of the Nomination and Remuneration Committee, Audit and Risk Management Committee, the Board of Directors of the Company at their meeting held on May 23, 2019, subject to the approval of the shareholders has approved the reappointment of Dr. B. S. Ajaikumar, as Whole-time Director & CEO of the Company for a period of 4 years with effect from July 1, 2019.

The details of present remuneration and proposed remuneration is as under:

A. Present remuneration:

- Fixed remuneration (Cost To Company) of ₹2,09,00,000 (Rupees Two Crore and Nine Lakh Only) per annum.
- Variable remuneration, of up to ₹3,00,00,000 (Rupees Three Crore) per annum, based on the achievement of certain milestones which is as under.

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

Note:

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

**2. Budget shall mean the Budget approved by the Board of Directors of the Company for the relevant financial year.

B. Proposed remuneration:

- Fixed remuneration (Cost To Company) of ₹2,09,00,000 (Rupees Two Crore and Nine Lakhs only) per annum,

- Variable remuneration, of up to ₹3,00,00,000 (Rupees Three Crores only) per annum, based on the quantitative and qualitative parameters, as detailed below:

a) Based on Financial Performance

Up to ₹2,40,00,000 (Rupees Two Crores and Forty Lakhs only) payable based upon achievement of financial performance as detailed below:

Actual *EBITDA as a % of the **Approved Budget for the Financial Year	Variable Compensation Payable
Less than 90% of the Budget	Nil
90% of the Budget	0.6% of EBITDA
Between 90% and upto 100% of the Budget	1.2% of EBITDA on a linear scale
Greater than Budget	2.4% on the incremental EBITDA

Note:

- *EBITDA shall mean consolidated EBITDA, net of minority interest, computed at the end of every financial year on the basis of the consolidated audited financials of the Company.
- Only the EBITDA generated out of organic growth shall be considered for the first year, i.e. the EBITDA associated with any acquisition by the Company during the financial year shall be excluded in the computation of the Variable Compensation in the financial year in which the acquisition occurred.
- **Approved Budget for the Financial Year, shall mean the Budget approved by the Board of Directors of the Company for the relevant financial year.

b) Based on Qualitative Performance

Variable Compensation of up to ₹60,00,000 (Rupees Sixty Lakhs only) based on the annual performance evaluation of the CEO by the Board of Directors, as further detailed below.

No Variable Compensation on the Qualitative Performance shall be payable if the Actual EBITDA (as computed in 2(a) above) is less than 85% of the Approved Budget for the Financial Year.

Performance Rating (on a scale of 5)	Variable Compensation Payable
Less than 3.50	Nil
Between 3.50 and 5.00	On a linear scale starting from 0% upto a maximum of 100% of ₹60,00,000 (Rupees Sixty Lakhs Only).

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

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

ADDITIONAL INFORMATION

As required under Section II of Part II of Schedule V of the Companies Act, 2013, the relevant information to be sent along with the notice calling the general meeting is given below:

I. General Information

- (1) **Nature of industry:** HealthCare Global Enterprises Limited (HCG) headquartered in Bangalore is the leading provider of speciality healthcare in India focussed on cancer. Our HCG cancer care network is the largest cancer care network in India in terms of the total number of comprehensive cancer centres in operation, the total number of new patient registrations and the total number of patients receiving radiation therapy.
- (2) **Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.

(4) Financial performance based on given indicators (₹ in Million):

Standalone financials	2018-19	2017-18	2016-17
Total Income	6,539.75	6,027.92	5,517.51
Total Expenditure (excluding Depreciation, Finance Cost & Amortisation)	5464.28	4,981.39	4,623.64
EBITDA (before exceptional items)	1075.47	1,046.53	893.87
Depreciation and Finance Charges	949.82	707.16	600.86
Exceptional item	-	29.35	-
Profit/(Loss) before tax	125.65	368.72	293.01
Profit/Loss after tax	72.45	248.90	194.84

- (5) **Export Performance:** The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2019 and March 31, 2018, is as under:

Particulars	For the year ended 31.03.2019 (₹ in Million)	For the year ended 31.03.2018 (₹ in Million)
Expenditure in Foreign Exchange		
Interest	-	1.49
Travel expenses	20.02	10.10
Repairs and maintenance : Machinery	0.79	-
Professional charges	28.60	22.00
Business promotion expenses	1.36	8.06
Rent	0.83	1.87
Others	286.86	-
Total	338.46	43.53

Particulars	For the year ended 31.03.2019 (₹ in Million)	For the year ended 31.03.2018 (₹ in Million)
Imports	-	-
Capital Goods	134.80	323.24
Hospital Consumables	29.59	6.52
Earnings in foreign exchange	-	-
Medical service income	380.41	345.94

- (6) Foreign Investments or collaborators, if any:** HealthCare Global Enterprises Limited has received foreign investments as FDI, apart from the shares issued to Foreign Institutional Investors, Foreign Venture Capital Funds, Foreign Nationals etc., who would have subscribed to the shares through IPO or preferential issuance or from the secondary market.

II. Information about the appointee, Dr. B. S. Ajaikumar – Whole-time Director & CEO

- (1) Background details:** Dr. B. S. Ajaikumar, aged about 67 years, is a radiation and medical oncologist with around 40 years of experience in the field of cancer care. Dr. B. S. Ajaikumar practiced as a consultant Doctor in the US, with specialisation in Oncology from the year 1979 till 2002 and successfully established oncology physician practices in Burlington, Iowa and later in Chicago, Illinois.

Dr. Ajaikumar has been a Director of our Company since March 7, 2000. He was appointed as the Chief Executive Officer with effect July 14, 2006. He holds a Bachelor's Degree in Medicine and Surgery from St. John's Medical College, Bengaluru, India. He completed his residency in Oncology from the University of Virginia Hospital, Charlottesville and his residency in Radiotherapy from the University of Texas System Cancer Centre, M. D. Anderson Hospital and Tumour Institute, Houston, Texas, USA.

- (2) Past remuneration:** Dr. B. S. Ajaikumar was appointed as Whole-time Director, designated as Chairman & CEO on July 14, 2006, at a yearly remuneration of ₹48 Lakhs. The remuneration was subsequently revised to ₹75 Lakhs per annum, with effect from August 02, 2007. On June 16, 2010, the remuneration was enhanced to ₹1.20 Crores per annum. The Company, with effect from 01.01.2015 further enhanced the remuneration to ₹1.5 Crores with a variable pay, of up to ₹1.00 Crore per annum, based on the achievement of certain milestones and

a Special allowance (One-time payment) – ₹52.50 Lakhs for FY 2014-15.

The Company, with effect from 01.04.2016, enhanced the remuneration to ₹1.9 Crores with a variable pay, up to ₹3.00 Crore per annum, payable based on the achievement of certain milestones.

The Company, with effect from 01.04.2018, further enhanced the remuneration to ₹2.09 Crores with a variable pay, up to ₹3.00 Crore per annum, based on the achievement of certain milestones.

The Company has also secured necessary approvals for the same.

- (3) Recognition or awards:** Dr. B. S. Ajaikumar is the Chairman of the International Human Development & Upliftment Academy (IHDDA). He was awarded 'Face of the year 2006' by Modern Medicare. He has also received prestigious B. C. Roy Award from the Indian Science Monitor and Kannada Rajyotsava award from Government of Karnataka. Amongst several prestigious awards, he has also been conferred with Ernst and Young Entrepreneur of the Year Award 2011 for the start-up category in healthcare, CII Regional Emerging Entrepreneurs Award for the contribution made by our Company in the field of healthcare and CEO of the Year at the Asian Healthcare Leadership Awards 2014.

- (4) Job profile and his suitability:** Dr. B. S. Ajaikumar is a radiation and medical oncologist with around 40 years of experience in the US and India in the field of cancer care and the management of cancer centres. Dr. B. S. Ajaikumar is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to all the business units of the Company. He was also responsible for placing HCG on an accelerated growth path, expand the organization and help evaluate and build network of centres across India. His vast experience and expert knowledge in the field of oncology, coupled with his strong resources management capability, makes him fully suitable for the position. He is the Promoter of the Company, Chairman of the Board and Whole-time Director & CEO of the Company and has successfully completed Initial Public Offer of the company, through which the Company has raised about ₹252 crores.

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

Given the size, complexity and uniqueness of the business of the Company and nature of

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

- (6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Dr. B. S. Ajaikumar is the promoter, Chairman of the Board, Whole-time Director & CEO and a major shareholder of the Company. He receives remuneration from the Company as a Whole-time Director & CEO. Ms. Anjali Ajaikumar, VP –Strategy and Quality is the daughter of Dr. B. S. Ajaikumar. The Company has ongoing transactions with other entities where Dr B.S. Ajaikumar and/or his relatives are interested. These are disclosed under Related Party Transactions forming part of the Financial Statements. Except for this, he has no other pecuniary relationship directly with the Company or relationship with the any other managerial personnel.

III. Other information

- (1) Reasons of loss or inadequate profits:** The business growth of the Company has been primarily driven by establishing new centres on our own and as well as through partnership arrangements and acquisitions. Each new centre that we establish goes through an initial ramp-up period during which period the operating expenses of the centre exceeds its revenue resulting in an operating loss.
- (2) Steps taken or proposed to be taken for improvement:** HCG operates the largest cancer care network in India in terms of the total number of cancer treatment centers. HCG's expansion model is based on partnership with local tertiary care centres or physician groups. The business growth of the Company has been primarily driven by establishing new centres on our own and as well as through partnership arrangements and acquisitions. Each new centre that we establish goes through an initial ramp-up period during which period the operating expenses of the centre exceeds its

revenue resulting in an operating loss. However, we expect these Centres to grow steadily and become key drivers to our future growth.

- (3) Expected increase in productivity and profits in measurable terms:** Indian healthcare market is expected to rank amongst the top three in terms of incremental growth by 2020. The private sector has emerged as a vibrant force in India's healthcare industry, lending it both national and international reputation. Within the emerging trends of investment and consolidation in healthcare, we see a strong focus on category leaders, which is essentially companies that are proven leaders in their segments and are better placed to benefit not only from internal efficiencies and external tailwinds, but also withstand macro or external headwinds. Also, this provides a clear path to increasing earnings through not only organic growth, but also future acquisitions in domestic and international markets based on suitable strategies. Also, the 2018 union budget took a landmark step towards a universal healthcare system making healthcare affordable and accessible to all. Considering some of these factors, the company is optimistic that it will increase its productivity and improve profits over a period of time.

IV. Additional Disclosures

Additional disclosures as required under Part II Section II (B) (IV) and Secretarial Standards for General Meetings (SS-2) are disclosed in the Board's Report under the heading "Corporate Governance" of the Company attached to the financial statements for the financial year ended March 31, 2019.

The resolution for proposed revision in terms of remuneration and Explanatory statement in relation thereto may be treated as an abstract of the terms of contract under Section 190 of the Companies Act, 2013. Copy of the contract entered into by the Company with Dr. B.S. Ajaikumar is available for inspection as per the provisions of The Companies Act, 2013.

None of the Directors/KMP of the Company/their relatives, except Dr. B. S. Ajaikumar and his relatives who are shareholders in the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4:

On the recommendation of the Audit and Risk Management Committee, Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 23, 2019, subject to the approval of the shareholders, have approved the enhancement of remuneration payable to Ms. Anjali Ajaikumar from ₹55,39,200 (Rupees Fifty-