



June 08, 2026

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 : Intimation of Notice of Postal Ballot

Stock Code : BSE – 539787, NSE – HCG

Reference : Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI LODR Regulations”)

Please find enclosed herewith the copy of Postal Ballot Notice (“Notice”) together with Explanatory Statement dated June 08, 2026, pursuant to Regulation 30 of SEBI LODR Regulations, which is being sent to members of the Company for seeking their approval by remote e-voting process (“e-voting”) for entering into the following special business: -

SL. No	Description of Resolution	Type of Resolution
1	To approve HCG Employee Stock Option Scheme – 2026.	Special Resolution
2	To approve grant of stock options to the employees of the group companies, including subsidiary and associate companies of the Company under HCG Employee Stock Option Scheme – 2026.	Special Resolution
3	To approve the grant of employee stock options to an employee exceeding 1% of the issued share capital of the Company.	Special Resolution
4	Reappointment of Mr. Rajiv Maliwal (DIN: 00869035), as an Independent Director of the Company.	Special Resolution
5	Revision in the remuneration of Dr. Manish Mattoo (DIN: 08431924), Executive Director and Chief Executive Officer of the Company.	Special Resolution



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, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, 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, June 05, 2026, (cut-off date) and whose e-mail addresses are registered with the Company/Depositories.

As per the provisions of MCA Circulars, shareholders can vote only through the remote e-voting process and 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.

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 Tuesday, June 09, 2026, and end at 5:00 p.m. on Wednesday, July 08, 2026. 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 or any Director of the Company duly authorized by the Board or the Company Secretary of the Company on or before Friday, July 10, 2026, and will also be made available on the website of the Company www.hcgoncology.com besides being communicated to Stock Exchanges, Depositories and Registrar and Transfer Agents.

The above information is also available on the website of the Company and can be accessed at: <https://www.hcgoncology.com/>

You are requested to take the information on record.

Thanking You,

For HealthCare Global Enterprises Limited

Sunu Manuel
Company Secretary and 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**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, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, 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 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the Shareholders of HealthCare Global Enterprises Limited (the “**Company**”) through postal ballot (“**Postal Ballot**”) and electronic voting (“**e-voting**”).

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

The Board of Directors of the Company, on May 19, 2026, has appointed Mr. V. Sreedharan, (FCS 2347; CP 833) and in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835), partners of M/s V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, a hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid

business reply envelope will not be sent to the members for this Postal Ballot Notice.

In compliance with SEBI LODR Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2//3762/2026 dated January 30, 2026, 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 (whether holding shares in physical or in dematerialized form), to enable them to exercise their right to vote on the matters included in the Postal Ballot Notice, electronically i.e., through remote e-voting instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

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

In compliance with Regulation 44 of SEBI LODR Regulations, and the provisions of Section 108 and 110 of the Act read with the applicable rules thereunder, SS-2, and in accordance with 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”. For the purpose of this Postal Ballot Notice, references to voting by postal ballot shall be construed as votes cast through electronic means (remote e-voting). The remote e-voting period commences from 9.00 a.m. (IST) on June 09, 2026, and ends at 5.00 p.m. (IST) on July 08, 2026. Members are hereby informed that voting will not be permitted beyond the specified date and time. Any votes cast after the closure of the voting period shall be considered invalid and shall not be considered.

The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company, or any person authorized by the Chairman, after completion of scrutiny of the Postal

Ballots (including e-voting). The results shall be declared on or before July 10, 2026, at the Registered/Corporate Office of the Company and communicated to BSE Limited (“BSE”), and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), KFin Technologies Limited (“KFinTech” or “Registrar and Share Transfer Agent”) and would also be displayed on the Company’s website <https://www.hcgoncology.com/investor-relations/>. The results shall also be displayed on the noticeboard at the Registered Office/Corporate Office of the Company.

SPECIAL BUSINESS:

1. To approve HCG Employee Stock Option Scheme – 2026

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of memorandum of association and articles of association of Healthcare Global Enterprises Limited (“Company”) and subject to any further approval(s), permission(s), sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded for the approval of HCG Employee Stock Option Scheme – 2026 (“HCG ESOS 2026” or “ESOP Scheme”), pursuant to the recommendation and approval of the board of directors of the Company (hereinafter referred to as the “Board of Directors” or “Board” which term shall be deemed to include any committee, including the nomination and remuneration committee (“the Committee”), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the ESOP Scheme, in one or more tranches in accordance with the SEBI (SBEB & SE) Regulations or other provisions of law as may be prevailing at that time, a maximum of 74,21,455 (Seventy-four Lakhs Twenty-One Thousand Four Hundred and Fifty Five Only) employee stock options (“Options” or “Stock Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to such eligible employees under the ESOP Scheme, exercisable into 74,21,455 (Seventy-four Lakhs Twenty-

One Thousand Four Hundred and Fifty Five) equity shares (i.e. representing 4.97% (four point nine seven percent) of the total share capital of the Company) of face value INR 10/- (Indian Rupees Ten only) each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP Scheme.”

“RESOLVED FURTHER THAT the ESOP Scheme shall be administered by the Committee of the Company who shall have all necessary powers as defined in the ESOP Scheme and is hereby designated as the Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the ESOP Scheme.”

“RESOLVED FURTHER THAT the new equity shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, regarding creation, offer, issue and allotment of Options, the Board be and is hereby authorized to evolve, decide upon and bring into effect the ESOP Scheme and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with Applicable Laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the members of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the Applicable Laws, so as to ensure that fair and equitable benefits under HCG ESOS 2026 are passed on to the employees.”

“RESOLVED FURTHER THAT the Company shall not make further stock option grants under HCG Employee Stock Option Scheme 2021 (HCG ESOS 2021), the existing scheme from the date HCG ESOS 2026 becoming effective; however, all the employee stock options already

granted under HCG ESOS 2021 till date shall be vested and exercised as per HCG ESOS 2021.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under HCG ESOS 2026 on the stock exchanges as per the provisions of SEBI LODR Regulations, SEBI (SBEB & SE) Regulations and other Applicable Laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors, or any director(s) or any officer(s) of the Company.”

2. To approve grant of stock options to the employees of the group companies, including subsidiary and associate companies of the Company under HCG Employee Stock Option Scheme – 2026:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “**Applicable Laws**”), the relevant provisions of memorandum of association and articles of association of Healthcare Global Enterprises Limited (“**Company**”) and subject further to such approval(s), permission(s), sanction(s) approvals and consents as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the board of directors of the Company (hereinafter referred to as the “**Board**” or “**Board of Directors**” which term shall be deemed to include any duly constituted committee, including the nomination and remuneration committee) to exercise its powers conferred by this Resolution, pursuant to the recommendation and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to extend the benefits of HCG Employee Stock Option Scheme – 2026 (“**HCG ESOS 2026**” or “**ESOP Scheme**”) to such eligible employees who are in employment of the Company including subsidiary and associate company(ies) of the Company under the HCG ESOS 2026 on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI (SBEB & SE) Regulations or other provisions of Applicable Laws as may be prevailing at that time.”

“**RESOLVED FURTHER THAT** the new equity shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the ESOP Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors, or any director(s) or any officer(s) of the Company.”

3. To approve the grant of employee stock options to an employee exceeding 1% of the issued share capital of the Company:

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

“**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“**Act**”) and the rules made thereunder (including any amendment thereto or re-enactment thereof), Regulation 6(3)(d) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and such other law, rules, regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “**Applicable Laws**”), the memorandum of association and articles of association of Healthcare Global Enterprises Limited (“**Company**”), pursuant to the recommendation and approval of the board of directors of the Company (hereinafter referred to as the “**Board**” or “**Board of Directors**” which term shall be deemed to include any duly constituted committee, including the nomination and remuneration committee) and subject to the requisite approvals including the approval of the stock exchanges, consent of the member(s)

of the Company be and is hereby accorded for the grant of employee stock options (“**Options**”) to the below mentioned employee, during any one year equal to or exceeding 1% (one percent) of the issued, subscribed and paid-up capital of the Company (excluding outstanding warrants and conversions) at the time of grant of Options, which in aggregate shall amount up to a maximum of 18,55,364 (Eighteen lakh fifty five thousand three hundred and sixty four) Options, in one or more tranches exercisable into not more than 18,55,364 (Eighteen lakh fifty five thousand three hundred and sixty four) equity shares of face value of INR 10 /- (Indian Rupees Ten only), implying up to 1.24 % (one point two four percent) of the diluted equity share capital of the Company (subject to any adjustments as may be required due to corporate actions of the Company), in accordance with the HCG Employee Stock Option Scheme – 2026 (“**HCG ESOS 2026**” or “**ESOP Scheme**”), at the time of grant of Options, as the case may be:

Name and Designation of the Eligible Employee	Number of Options to be granted under the ESOP Scheme	Percentage of the diluted equity share capital
Dr. Manish Mattoo Executive Director and CEO	18,55,364	1.24%

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

4. Reappointment of Mr. Rajiv Maliwal (DIN: 00869035), as an Independent Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17, 25 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR Regulations**”), (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company and pursuant to recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajiv Maliwal (DIN: 00869035), who was appointed as an Independent Director of the Company, effective from May 25, 2023, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years with effect from May 25, 2026, and subject to the company having sufficient profits

he shall be entitled to receive remuneration of INR 35 Lakh (Indian Rupees Thirty Five Lakh Only) per annum, payable on a quarterly basis, as decided by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT such remuneration shall include all the fees payable to the Independent Directors for attending the meetings of the Board and Committees of the Board but shall exclude the expenses incurred/reimbursement of expenses for attending the meetings of the Board, the Committees, Shareholders and such other meetings as organized by the Company from time to time.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Rajiv Maliwal (DIN: 00869035) as Independent Director, the remuneration payable to him shall be paid as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force for a period of three years effective from the date of reappointment.

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 resolution.”

5. Revision in the remuneration of Dr. Manish Mattoo (DIN: 08431924), Executive Director and Chief Executive Officer 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the Articles of Association of the Company and subject to such statutory, regulatory or other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Dr. Manish Mattoo (DIN: 08431924), Executive Director and Chief Executive Officer of the Company, with effect from April 1, 2026, for the remainder of his existing tenure, subject to the company having sufficient profits for paying the following revised remuneration till such time the remuneration is revised, modified or otherwise altered in accordance with applicable law, and on the following terms and conditions:

- (a) Base Pay: INR 2,75,00,000/- (Indian Rupees Two Crores and Seventy-Five Lakhs Only) per annum, payable on a monthly basis; and
- (b) Variable Pay: INR 1,25,00,000/- (Indian Rupees One Crore and Twenty-Five Lakhs Only) per annum, payable based on achievement of key result areas ("KRAs"), performance parameters and such other criteria as may be determined and evaluated by the Nomination and Remuneration Committee and/or the Board of Directors of the Company, from time to time." (**Variable Pay**)

RESOLVED FURTHER THAT the Variable Pay payable to Dr. Manish Mattoo may exceed the aforesaid amount and may extend up to 120% of the Variable Pay, subject to commensurate improvement in the financial performance of the Company and achievement of KRAs and performance parameters, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company, from time to time, within the overall limits prescribed under the Act and other applicable laws.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office of Dr. Manish Mattoo (DIN: 08431924) as Executive Director and Chief Executive Officer, the remuneration payable to him shall be paid as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force for a period of three years.

RESOLVED FURTHER THAT where in any financial year during the tenure of Dr. Manish Mattoo, the Company has adequate profits, the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee thereof) be and is hereby authorized to alter, vary, revise, enhance or modify the remuneration structure and components payable to Dr. Manish Mattoo, including salary, variable pay, incentives, commission, perquisites, allowances, benefits

and performance-linked pay, from time to time, within the limits prescribed under Section 197 and other applicable provisions of the Act and subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be deemed necessary, proper or expedient, including delegation of any of its powers herein conferred to any Committee of Directors and/or any Director(s) and/or Company Secretary, to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT any director or the company secretary of the Company be and are hereby severally authorized to issue certified true copies of these resolutions and to file necessary forms, returns and documents with the Ministry of Corporate Affairs, stock exchanges and/or any other regulatory authority, and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions."

By order of the Board
For HealthCare Global Enterprises Limited

Sunu Manuel

Company Secretary
Membership No: A19795

Place: Bengaluru
Date: June 08, 2026

Corporate Office:

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

NOTES:

1. The explanatory statement pursuant to Sections 102, 108 and 110 of the Act stating all material facts and the reasons relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI LODR Regulations is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “**Depositories**”) and is available with the Company as on Friday, June 05, 2026. A copy of this Postal Ballot Notice will also be available on the website of the Company (<https://www.hcgoncology.com/investor-relations/>), 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 June 05, 2026. A person who is not a Shareholder on this date should treat this notice for information purpose only. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the afore-mentioned resolution in accordance with the process specified in this Notice.
4. Eligible Members who have registered their email address and not received Postal Ballot notice, User-Id and password for remote e-voting may, write an email to investors@hcgel.com with subject as “Postal Ballot Notice” and obtain the same. For Members who have not registered their email address and in consequence the Postal Ballot Notice could not be serviced, may temporarily get their email address registered with KFintech by following the instructions given below.
5. To enable shareholders to receive this notice and to cast their vote electronically, the Company has made special arrangements with its Registrar & Share Transfer Agent for registration of email addresses in accordance with 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.
 - (c) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. Nageswara Rao, Sr. Manager (Unit: HealthCare Global Enterprises Limited) of KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 at evoting@kfintech.com, Toll Free No: 1800-309-4001 for any further clarifications.
6. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
7. 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.
8. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder 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.
9. All the Shareholders are requested to cast their votes only through remote e-voting as per the procedure provided below.
10. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company or any person





authorized by him, after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized by the Board or the Company Secretary of the Company, on or before July 10, 2026, at the registered office/corporate Office of the Company and will also be displayed on the website of the Company <https://www.hcgoncology.com/investor-relations/> besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on July 08, 2026 i.e., the last date specified for the remote e-voting.
12. 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 form part of this Notice.
13. All the material documents referred to in the Postal Ballot Notice will be available for inspection, without any fee, by the members, at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking to inspect such documents can send an email to investors@hcgel.com mentioning his / her / its folio number / DP ID and Client ID.
14. 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 Agent of the Company ("RTA").
15. 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.
16. 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.
17. 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: June 09, 2026, at 9.00 a.m. (IST).
 - b) End of e-voting: July 08, 2026, at 5.00 p.m. (IST).
 - ii. The cut-off date for the purpose of e-voting is June 05, 2026.
 - 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	<ol style="list-style-type: none"> 1. Members already registered for IDeAS facility may follow the below steps: <ol style="list-style-type: none"> a) Visit the following URL: https://eservices.nsd.com b) On the home page, click on the “Beneficial Owner” icon under the ‘IDeAS’ section. c) On the new screen, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under e-voting services. 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. 2. Members who have not registered for IDeAS facility may follow the below steps: <ol style="list-style-type: none"> a) To register for this facility, visit the URL: https://eservices.nsd.com b) On the home page, select “Register Online for IDeAS” c) On completion of the registration formality, follow the steps provided above. 3. Members may alternatively vote through the e-voting website of NSDL in the manner specified below: <ol style="list-style-type: none"> a) Visit the URL: https://www.evoting.nsd.com. b) Click on the “Login” icon available under the ‘Shareholder/Member’ section. c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password / OTP, as applicable, and the verification code shown on the screen. 	<ol style="list-style-type: none"> 1. Members already registered for Easi/ Easiest facility may follow the below steps: <ol style="list-style-type: none"> a) Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com b) Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com) c) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. d) Click on Company name or e-voting service provider name i.e. KFintech to cast your vote. 2. Members who have not registered for Easi/Easiest facility may follow the below steps: <ol style="list-style-type: none"> a) To register for this facility, visit the URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration b) On completion of the registration formality, follow the steps provided above. 3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below: <ol style="list-style-type: none"> a) Visit the URL: www.cdslindia.com b) Enter the demat account number and PAN c) Enter OTP received on mobile number & email registered with the demat account for authentication. 	<p>Members may alternatively log-in using the 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>d) Post successful authentication, you will be redirected to the NSDL IDeAS site wherein you can see the e-voting page.</p> <p>e) Click on company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote.</p> <p>Members can also download NSDL Mobile App “NSDL Speede” facility.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>	<p>d) Post successful authentication, the member will receive links for the respective e-voting service provider i.e. KFintech where the e-voting is in progress.</p> <p>4. For any technical assistance, Members may contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800 22 5533.</p>	
	<p>4. For any technical assistance, Members may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000</p>		
Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode	<p>Member will receive an e-mail from KFintech [for the Members whose e-mail IDs are registered with the Depository Participant(s)/RTA] which includes details of E-Voting Event Number (“EVENT”), User ID and Password. They will have to follow the following process for e-voting:</p> <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://evoting.kfintech.com. Enter the login credentials (i.e., User ID and Password). In case of Demat account, your Sixteen Digit DP ID-Client ID will be your User ID. In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote. After entering these details appropriately, click on 'LOGIN'. You will now reach to password change Menu wherein you are required to mandatorily change your password. The new password should 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 and answer of your choice to retrieve your password, in case you forget your password. 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. You need to login again with the new credentials. On successful login, the system will prompt you to select the 'EVENT', i.e., Postal Ballot - HealthCare Global Enterprises Limited and click on “submit”. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head. Equity shareholders holding multiple demat accounts/folios may choose the voting process separately for each demat account/folio. You may then cast your vote by selecting an appropriate option and click on 'Submit'. 		

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
	<p>x. 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, you can login any number of times till you have voted on the Resolution.</p> <p>xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer on e-mail ID compliance@sreedharancs.com with a copy marked to RTA at email ID evoting@kfintech.com and to the Company at investors@hcgel.com. The scanned copy of the Board Resolution should be in the naming format "Company Name, EVEN No." In case if the authorized representative casts vote, the above-mentioned documents shall be submitted before or at the time of casting the vote.</p> <p>Any Member who has not received/forgotten the User ID and Password, may obtain/retrieve the same from KFintech in the manner as mentioned below:</p> <p>a) If the mobile number of the Shareholder is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number+ Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.</p> <p>Example for NSDL: MYEPWD<SPACE>IN12345612345678</p> <p>Example for CDSL: MYEPWD<SPACE>1402345612345678</p> <p>Example for Physical: MYEPWD<SPACE>XXX1234567890 (XXXX being EVEN)</p> <p>b) If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>c) Shareholder may call KFintech toll free number 1800-3094-001 for any assistance.</p> <p>d) Shareholder may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new Shareholder whose e-mail IDs are available.</p>		
<p>Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently Notice of Postal Ballot and e-voting instructions cannot be serviced:</p>	<p>To facilitate equity shareholders to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may get their email address registered with KFintech.</p> <p>I. The process for registration of email address with KFintech for receiving the Notice of Meeting and login ID and password for e-voting is as under:</p> <p>(a) Visit the link: https://kprism.kfintech.com/.</p> <p>(b) Select the Company name viz. HealthCare Global Enterprises Limited.</p> <p>(c) Enter the DP ID & Client ID (in case shares are held in electronic form)/ Physical Folio No. and Share Certificate No. (in case shares are held in physical form) and PAN details.</p> <p>(d) Enter your email address and mobile number.</p> <p>(e) The system will then confirm the email address for receiving this Notice.</p> <p>(f) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.</p> <p>(g) Enter the OTPs received by SMS and email to complete the validation process.</p> <p>(h) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.</p> <p>II. Alternatively, member may send an email request at the email id e-voting@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.</p> <p>III. Please follow all steps as detailed above for non-individual shareholders above to cast your vote by electronic means.</p>		

Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or contact at toll free no. 1800 22 5533.

General instructions relating to e-voting

- 1) If email address or mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- 2) If there is any change in the e-mail address already registered with the Company, the equity shareholders are requested to immediately notify such change to the Company's Registrar and Transfer Agent, KFintech, in respect of shares held in physical form.
- 3) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. The said form can be downloaded from the Company's website at <https://www.hcgoncology.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices>.
- 4) As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form i.e., Form No. SH 13, can be downloaded from the Company's website at <https://www.hcgoncology.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isr/sh13.aspx>. Members are requested to submit the said Form to their Depository Participants in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
- 5) As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN/CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants (DPs) in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
- 6) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the updated Bank Account in India.
- 7) The remote e-voting period commences at 9 a.m. IST on June 09, 2026, and ends at 5 p.m. IST on July 08, 2026. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 05, 2026, 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.
- 8) 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., June 05, 2026.
- 9) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of June 05, 2026, 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 Cut-off 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.

- 10) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- 11) You may then cast your vote by selecting an appropriate option and click on "Submit".
- 12) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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.
- 13) 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).
- 14) The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company, or any person authorized by him, 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 by the Board or the Company Secretary of the Company, on or before July 10, 2026 and will also be displayed on the website of the Company (<https://www.hcgoncology.com/investor-relations/>), besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.

Procedure for Registration of email address and Mobile Number:

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 by submitting the requisite ISR 1 form along with the supporting documents to KFinTech.

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

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

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

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

The following explanatory statement sets out the material facts relating to the Special Business mentioned in the Postal Ballot Notice along with the disclosures as required under applicable provisions/regulations of Companies Act, 2013 (“**Act**”) and of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and the Secretarial Standards on General Meeting.

Item No. 1 and 2:

(1) To approve HCG Employee Stock Option Scheme – 2026 and (2) To approve grant of stock options to the employees of the group companies, including subsidiary and associate companies of the Company under HCG Employee Stock Option Scheme – 2026:

HealthCare Global Enterprises Limited (“**Company**”) proposes to adopt the HCG Employee Stock Option Scheme - 2026 (“**HCG ESOS 2026**” or “**ESOP Scheme**”) in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”) in order to incentivize employees.

Equity based remuneration includes alignment of personal goals of the Employees with organizational objectives by participating in the ownership of the Company. The board of directors (“**Board**”) of the Company (which includes reference to the nomination and remuneration committee (“**NRC**” or “**Committee**”) of the Company, as relevant), understands the need to enhance the Employee engagement, to reward the Employees for their association and performance, as well as to motivate them to contribute to the growth and profitability of the Company. Under Item no. 2, benefits are being extended to employees of group companies, including subsidiary companies and associate companies as the Company carries out operations through various entities including through foreign entities.

In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the Board

at its meeting held on February 5, 2026, has proposed to seek approval of the members for the ESOP Scheme for the benefit of such employee(s) who are (i) an employee as designated by the Company who is exclusively working in India or out of India; or (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee or director as defined above in (i) and (ii) of a group company including a subsidiary or its associate company in India or outside India, but does not include: (a) an employee who is a promoter or a person belonging to the promoter group of the Company; or (b) a director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company, and to such other persons as may from time to time be allowed to be eligible for the benefits of the ESOP Scheme under applicable laws and regulations prevailing from time to time (“**Employees**”).

In terms of Regulation 6 of the SEBI (SBEB & SE) Regulations and Section 62(1)(b) and other applicable provisions of the Act, for issue of equity shares to the Employees of the Company, the approval of the existing members by way of special resolution is required. The special resolution set out at Item No. 1 is seeking your approval for the formulation and implementation of the ESOP Scheme and issuance of equity shares thereunder.

Further, as per Section 62(1)(b) of the Act read with Rule 12(2) Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the members by way of separate special resolution is also required for grant of employee stock options (“**Options**” or “**Stock Options**”) to the Employees of group companies, including the subsidiary and associate company(ies) of the Company. The special resolution set out at Item No. 2 is seeking your approval for the said purpose. The relevant disclosures, as required, under the SEBI (SBEB & SE) Regulations and other applicable laws are as follows:

No.	Particular	Disclosure
1.	A brief description of the ESOP Scheme	<p>The objective of HCG ESOS 2026 is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company views Options (the reference to which includes both time Options and performance Options), unless specifically provided, as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come. Accordingly, the main objectives of the HCG ESOS 2026 are:</p> <ul style="list-style-type: none"> (i) encourage ownership of the Company’s equity shares among the Employees; (ii) align Employee compensation with performance of the Company; (iii) attract, retain and motivate talented and critical Employees; (iv) align individual goals and performance objectives to long term value of the Company; (v) encourage longevity and sense of shared commitment to the Company over a period of time; (vi) benefit the Company by enabling the attraction and retention of the best available talent by enabling them to contribute and share in the growth of the Company; and (vii) provide existing Employees an opportunity for investment in the Company’s equity shares in recognition of their efforts to grow and build the Company.

No.	Particular	Disclosure
2.	The total number of Stock Options to be offered and granted	Under the HCG ESOS 2026, the maximum number of Stock Options available for grant shall be 74,21,455 (Seventy-Four Lakhs Twenty-One Thousand Four Hundred and Fifty-Five) Stock Options. Each Stock Option, upon exercise, shall be convertible into 1 (one) fully paid-up equity share of the Company, subject to the terms of the ESOP Scheme, the relevant grant letter and applicable law.
3.	Identification of classes of employees entitled to participate and be beneficiaries under the ESOP Scheme	<p>The classes of Employees entitled to participate and be beneficiaries under the ESOP Scheme are:</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee or director as defined in sub-clauses (i) and (ii) of a group company including a subsidiary or its associate company, in India or outside India, but does not include: <ul style="list-style-type: none"> (a) an employee who is a promoter or a person belonging to the promoter group of the Company; or (b) a director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company.
4.	Requirements of vesting and period of vesting	<p>The vesting of the Options granted may be based on passage of time and/or achievement of performance parameters as set out in the ESOP Scheme and relevant grant letters.</p> <p>The vesting period may vary for different grantees, grants, Options or tranches of Options, as may be determined by the NRC and specified in the relevant grant letter.</p> <p>Subject to applicable law, there shall be a minimum vesting period of 1 (one) year from the grant date, except where a shorter vesting period is permitted under applicable law, including in the event of death or permanent incapacity of the grantee.</p> <p>The maximum period within which Options may vest shall not exceed 7 (seven) years from the relevant grant date.</p> <p>Options may vest in one or more tranches and may be subject to time-based vesting conditions, performance-based vesting conditions, continued service requirements and/or such other conditions as may be determined by the Committee and specified in the relevant grant letter.</p> <p>Performance Options:</p> <p>Performance Options shall be subject to achievement of performance parameters such as continued service requirements and/or such other conditions as may be determined by the Committee and specified in the respective grant letter.</p> <p>Performance Options shall not vest merely by passage of time. The performance parameters and other applicable vesting conditions shall be measured, tested and determined by the Committee upon fulfilment of time based conditions i.e. the earlier of:</p> <ul style="list-style-type: none"> (i) completion of 7 (seven) years from the relevant grant date, or such shorter period as may be specified in the relevant grant letter; or (ii) occurrence of a change in control event, and could be different for different Employees as determined by the NRC. <p>The same would be subject to other performance measurement date or event as may be specified in the relevant grant letter, provided that the maximum vesting period shall not exceed 7 (seven) years from the relevant grant date.</p> <p>Any performance Options that do not vest pursuant to such determination shall lapse, unless otherwise determined by the Committee in accordance with the ESOP Scheme, the relevant grant letter and applicable law.</p> <p>For the avoidance of doubt, the occurrence of 7 (seven) years from the grant date or such shorter period as provided in grant letter or a change in control event shall constitute a performance measurement date and vesting determination event, and shall not, by itself, result in automatic vesting of all performance Options.</p>

No.	Particular	Disclosure
5.	The maximum period (subject to regulation 18(1) of these regulations) within which the Stock Options shall be vested	The maximum period within which Options may vest shall not exceed 7 (seven) years from the relevant grant date, subject to applicable law.
6.	Exercise price or pricing formula	<p>The exercise price means: (i) for Options granted prior to June 30, 2026 price of INR 495 (Indian Rupees Four Hundred and Ninety Five only); and (ii) for Options granted post June 30, 2026, such price as determined by the NRC which shall not be below INR 495 (Indian Rupees Four Hundred and Ninety Five only).</p> <p>The same shall be in accordance with the norms as prescribed by SEBI and other relevant regulatory authorities. The exercise price for Options shall be as specified in the grant letter issued to the grantee in respect of such Options.</p>
7.	Exercise period and process of exercise	<p>Exercise Period</p> <p>All vested Options may be exercised by the grantee, in whole or in part, within a maximum time period of 10 (ten) years from the relevant grant date. The period shall commence only after the expiry of a maximum period of 7 (seven) years from the grant date or any such shorter period as provided in the grant letter as determined by the NRC, or upon the occurrence of a change in control event, whichever is earlier.</p> <p>Any vested Options that are not exercised within the applicable exercise period shall lapse and stand cancelled. Such lapsed Options shall be available for further grant under the ESOP Scheme, subject to applicable law and the overall limits approved by the shareholders.</p> <p>Process of Exercise</p> <p>An Option shall be deemed to have been exercised when the Company receives:</p> <ul style="list-style-type: none"> (i) a written application (in physical or electronic form but in the form prescribed by the Committee) to the Company Secretary specifying the number of vested Options to be exercised; and (ii) full payment of the exercise price for the vested Options sought to be exercised, together with taxes, if any, payable for such exercise and upon compliance of other requisite conditions of exercise under the ESOP Scheme and the grant letter.
8.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>The conditions under which the Options may lapse as per the ESOP Scheme include:</p> <ul style="list-style-type: none"> (i) In the event of termination of employment of a grantee due to cause/ misconduct/ abandonment/ breach of post-employment obligation, all Options outstanding (both time Options and performance Options) lapse including vested and unvested options as on the date of termination. (ii) In the event the grantee's employment with the Company terminates as bad leaver, (both vested time Options and performance Options lapse as on the date of termination and in case of resignation, on the date of submission of the resignation) unless otherwise determined by the Committee. (iii) In case of termination for any other reason not specifically provided in the ESOP Scheme, the unvested Options will lapse and the NRC will determine in the Grant Letter whether the vested Options may be exercised or not.
9.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	The Options which may be exercised as per the terms of the ESOP Scheme and grant letter, may be exercised within the overall exercise period of 10 years from the grant date. The exercise period shall commence only after the expiry of a maximum period of 7 (seven) years from the grant date or any such shorter period as provided in the grant letter as determined by the NRC, or upon the occurrence of a change in control event, whichever is earlier.

No.	Particular	Disclosure
10.	The appraisal process for determining the eligibility of employees for the scheme	In determining the eligibility of an Employee to receive Stock Options under the ESOP Scheme, the Committee may consider the performance of an Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an Employee, the nature and value to the Company of his/her services and accomplishments, his/her present and potential contribution to the success of the Company, past service and geographical location and such other factors that the Committee may deem relevant. The Committee, however, is authorized to change the eligibility criteria from time to time, subject to the SEBI (SBEB & SE) Regulations.
11.	The maximum number of options to be offered and issued per employee and in aggregate	<p>The maximum number of Options shall not exceed 74,21,455 (Seventy-four Lakhs Twenty-One Thousand Four Hundred and Fifty-Five) in aggregate.</p> <p>The maximum number of Options to be issued per Employee shall not exceed 18,55,364 (Eighteen Lakhs Fifty-Five Thousand Three Hundred and Sixty Four) Options.</p> <p>The grant of Options during any 1 (one) year covering a number of shares equal to or exceeding 1% (one percent) of the issued capital of the Company at the time of grant of Options shall be subject to obtaining the prior approval of the shareholders of the Company.</p>
12.	The maximum quantum of benefits to be provided per employee under a scheme	The maximum quantum of benefits underlying the Options granted to an eligible Employee shall be equal to the appreciation in value of the equity shares of the Company over the exercise price paid by such Employee, multiplied by the number of vested Options exercised by such Employee, subject to the maximum number of Options that may be granted per Employee under the ESOP Scheme and applicable law. No separate monetary benefit, other than the benefit arising from exercise of vested Options, is contemplated under the ESOP Scheme.
13.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	<p>The ESOP Scheme shall be implemented and administered directly by the Company through the NRC and shall not be implemented through a trust.</p> <p>The ESOP Scheme shall be under the administration and superintendence of the Committee, and the grantees shall be bound by the terms of the ESOP Scheme, the relevant grant letter and the policies, decisions and procedures laid down by the Committee from time to time, subject to applicable law and the approvals granted by the shareholders.</p>
14.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	HCG ESOS 2026 involves new issue of shares by the Company.
15.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable
16.	The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme(s).	Not Applicable
17.	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulations	The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulations, as amended from time to time, and the applicable accounting standards prescribed under Section 133 of the Act.
18.	The method which the company shall use to value its options	The Company shall follow the fair value method for computing the compensation cost for the Options granted.

No.	Particular	Disclosure
19.	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'	Not Applicable. The Company shall use the fair value method for computing the compensation cost for Options granted under the ESOP Scheme.
20.	Period of lock-in	The shares allotted upon exercise of Options are not subject to any lock-in under the ESOP Scheme.
21.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	Not Applicable. The ESOP Scheme does not contemplate any buyback of specified securities.

The draft copy of the ESOP Scheme is made available at the registered office of the Company for inspection or can be inspected electronically by any shareholder during the voting period by writing an e-mail at investors@hcgel.com.

The ESOP Scheme shall be uploaded on the website of the Company upon approval of the resolution by the shareholders.

The Board recommends the special resolutions as set out in Item Nos. 1 and 2 of this Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions set out in Item Nos. 1 and 2 of this Notice, except to the extent of the Stock Options that may be granted to them under the HCG ESOS 2026.

Item No. 3: To approve the grant of employee stock options to an employee exceeding 1% (one per cent) of the issued share capital of the Company

As per Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), a separate resolution is required to be passed if the benefits of the scheme are to be extended to identified employees, during any 1 (one) year, equal to or exceeding 1% (one per cent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of employee stock options ("Options").

The Company has identified that the below mentioned Employee to whom it is necessary to grant Options exceeding 1% (one per cent) in 1 (one) year as per the terms of the HCG Employee Stock Option Scheme – 2026 ("HCG ESOS 2026" or "ESOP Scheme"):

Name and Designation of the Eligible Employee	Number of Options to be granted under the ESOP Scheme	Percentage of the diluted equity share capital
Dr. Manish Mattoo, Executive Director and CEO	18,55,364	1.24%

Dr. Manish Mattoo is a seasoned healthcare business leader with over 2 (two) decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalising underperforming hospitals, optimising supply chains, pioneering healthcare IT solutions, and much more. He is unwavering in his commitment to delivering high-quality care efficiently, placing patient interests at the forefront and building strong high-performance teams. He is a digital health evangelist who has introduced several innovations in healthcare operations that have enhanced patient experiences while achieving substantial savings.

In his previous role, he worked as Chief Executive Officer at Apollo Hospitals, Karnataka & Central Region. He steered the business in these two large regions spanning multiple cities, several hospitals and a cumulative bed count of 2000+ beds

across different formats. He led a team of over 6,000 dedicated associates including 500+ doctors delivering impressive financial results and high patient satisfaction ratings consistently.

Prior to his role at Apollo Hospitals, Dr. Manish Mattoo served as Vice-President at Fortis Healthcare, where he gained extensive experience spanning various geographies and functions, including operations, business strategy, supply chain management, and internal audit. He has also held leadership roles at healthcare majors such as Medtronic and Monitor Group. Before foraying into healthcare management, he worked as a clinician for several years in prestigious institutions like PGI, Chandigarh and Civil Hospital, Ahmedabad.

A compassionate and influential leader, Dr. Manish Mattoo prioritises team growth and fosters an encouraging workplace culture. His guiding principle revolves around providing the best possible care to patients. Driven by the belief that clinical excellence and a culture of safety are paramount in ensuring patient satisfaction, he inspires his team to strive for continuous improvement.

Dr. Manish Mattoo is a distinguished alumnus of the Indian School of Business (ISB), holding an MBA with a dual major in Finance and Strategy and Leadership. He earned his MBBS and MD in Anaesthesiology from BJ Medical College, Ahmedabad, solidifying his foundation in both clinical and management disciplines.

Except Dr. Manish Mattoo, Executive Director and Chief Executive Officer and his relatives none of the other directors/ key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the notice.

The Board recommends the resolutions set out in Item No. 3 of the Notice, for the approval of the members by means of a special resolution.

Item No. 4: Reappointment of Mr. Rajiv Maliwal (DIN: 00869035), as an Independent Director of the Company.

The Board of Directors and the Shareholders of the Company had appointed Mr. Rajiv Maliwal as an Independent Director for a term of 3 years with effect from May 25, 2023, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Articles of Association of the Company.

Mr. Rajiv Maliwal has completed his first term as an Independent Director of the Company on May 24, 2026.

Pursuant to the performance evaluation carried out in accordance with the applicable provisions of the Act and the SEBI LODR Regulations, the Nomination and Remuneration Committee ("NRC"), after taking into consideration the extensive knowledge, professional acumen, rich experience and significant expertise possessed by Mr. Rajiv Maliwal in the areas of capital markets, business strategy, finance and corporate governance, as well as the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that his continued association as

an Independent Director would be in the best interests of the Company and its stakeholders.

The NRC and the Board noted that Mr. Rajiv Maliwal brings with him deep insights and a valuable external perspective shaped by his extensive experience in the capital markets and investment ecosystem, which has significantly enriched the quality of deliberations and strategic discussions of the Board. He has consistently demonstrated strong leadership qualities, sound judgment and an objective and balanced approach in the discharge of his duties as an Independent Director.

Mr. Rajiv Maliwal has made meaningful and valuable contributions to the deliberations of the Board and its Committees, particularly in relation to strategic direction, business growth, financial matters, market perspectives, capital allocation and long-term value creation for stakeholders. His ability to provide an informed outside-in perspective, combined with his analytical and thoughtful approach to complex business matters, has been highly beneficial to the Board and management.

The Board further noted that Mr. Rajiv Maliwal's constructive feedback, strategic mindset, independent thinking and risk-focused approach have added significant value to the deliberations of the Board and its Committees. His calibrated approach to deliberations, coupled with his ability to provide balanced, objective and insightful perspectives on complex business and strategic matters, has been greatly appreciated by the management and fellow Board members alike. He has consistently contributed towards enhancing the effectiveness of the Board and strengthening the overall quality of governance and decision-making processes within the Company.

In view of the above, the Board is of the considered opinion that Mr. Rajiv Maliwal has established himself as a highly effective, respected and valuable member of the Board and has successfully fulfilled his role and responsibilities as an Independent Director of the Company.

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

of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company ('the Board') on May 19, 2026, based on the recommendation of the Nomination and Remuneration Committee of the Board, has recommended the reappointment of Mr. Rajiv Maliwal as an Independent Director of the Company, for a period of 5 (Five) years with effect from May 25, 2026, in terms of Section 149 read with Schedule IV of the Act and Regulation 17 of SEBI LODR Regulations as set out in the Resolution relating to the reappointment.

In the opinion of the Board, Mr. Rajiv Maliwal satisfies the conditions prescribed under the Act and the rules made thereunder for re-appointment as an Independent Director and is independent of the management of the Company.

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

In terms of Regulation 36 of SEBI LODR Regulations and SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), details of names of companies in which Mr. Rajiv Maliwal hold directorships and memberships/chairmanships of committees of the Board of Directors of other companies, is provided in the Annexure-1 to this Notice.

The NRC and the Board of Directors, subject to the approval of the Members, have decided to pay a remuneration of INR 35,00,000 (Indian Rupees Thirty-Five Lakhs Only) per annum to Mr. Rajiv Maliwal, effective from May 25, 2026, payable on a quarterly basis. The remuneration may exceed the statutory limits prescribed under Section 197 of the Act but shall be subject to a maximum limit of INR 35,00,000/- (Indian Rupees Thirty-Five Lakhs Only), per annum. Further, in case of loss or inadequacy of profits, the said amount would be paid as minimum remuneration in accordance with Schedule V of the Act, with requisite approvals. This is consistent with the remuneration currently paid by the Company to all other Independent Directors on the Board.

The aforesaid remuneration shall exclude the expenses incurred/reimbursement of expenses for attending the meetings of the Board, Committees, Shareholders and such other meetings as organized by the Company from time to time.

The Company has not defaulted on payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any debentures.

Pursuant to Section 149, 150 and other applicable provisions of the Act, and rules made thereunder read with Schedule IV of the Act and Regulation 25(2A) of SEBI LODR Regulations,

the re-appointment of Mr. Rajiv Maliwal requires approval of the Members by way of a Special Resolution.

Regulation 17(6) of SEBI LODR Regulations, inter alia, provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors.

Brief profile of Mr. Rajiv Maliwal:

Rajiv Maliwal is the Founder and Managing Partner of Sabre Partners. He is best known for having pioneered and successfully implemented a unique private sector solution for ailing and stressed financial institutions in India (e.g. Centurion Bank, Lord Krishna Bank etc.) and more recently, in spearheading growth of healthcare and Fintech in India by providing equity capital and structuring financing innovatively. Sabre Partners has raised three mid – market private equity funds and is now raising its fourth fund.

Prior to founding Sabre Partners in 2002, Rajiv was at Standard Chartered PLC as Global Head of Private Equity. He raised a \$300m fund, built a global team and invested internationally with a focus on financial services and technology. Between 1993 and 1998, he was with Goldman Sachs, Hong Kong and JP Morgan, Singapore and was responsible for setting up and growing the investment banking and securities firms in India with domestic partners (Goldman Sachs/Kotak Mahindra JV and JP Morgan/ICICI JV), led many M&A, Equity and Debt underwriting and originated several private equity investments. Prior to 1993, Rajiv was with Citibank, where he was responsible for corporate and investment banking in Western India.

Rajiv sits on the board of several companies in India and globally. He is a member of the Board of Governors of IIM, Bangalore and was a member of Stanford Parents Advisory Board for 4 years. He is a frequent speaker at a number of educational institutions and forums internationally on entrepreneurship and financial services industry amongst other areas and regularly mentors start-ups. He is also closely associated with two not-for-profit healthcare initiatives in India in the fields of mental health and eye-care.

Rajiv graduated with an MBA from Indian Institute of Management, Bangalore in 1985 and holds a Bachelor of Engineering (Hons) degree in Mechanical Engineering from BITS, Pilani. He was awarded the IIM Bangalore, Distinguished Alumni Award in 2012.

Additional Information

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

1. General Information

- (ii) **Nature of industry:** The Company is headquartered in Bengaluru and is the leading provider of specialty healthcare in India focused on cancer. 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.

- (iii) **Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (iv) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.
- (v) **Financial performance based on given indicators (INR in Million):**

Standalone financials	Financial year 2025-26	Financial year 2024-25	Financial year 2023-24
Total Income	13,949.69	13,151.02	11,868.58
Total Expenditure	11,237.08	10,651.73	9,700.67
EBITDA (before exceptional items)	2,712.61	2,499.29	2,167.91
Depreciation and Finance Charges	2,062.61	1,955.28	1,469.92
Exceptional item	(553.84)	(348.21)	160.95
Profit/(Loss) before tax	96.16	195.80	537.04
Profit/Loss after tax	145.76	35.27	328.00

- (vi) **Export Performance:** The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2026, and March 31, 2025, is as under (INR):

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
Expenditure in Foreign Exchange	9,42,27,410	10,73,11,166
Earnings in Foreign Exchange	17,51,56,956	51,00,00,000

- (vii) **Foreign Investments or collaborators, if any:** HealthCare Global Enterprises Limited had received investment from Aceso Company Pte Ltd, Singapore ("Aceso"), 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 rights issue or from the secondary market. Subsequently, majority of shares held by Aceso were acquired by Hector Asia Holdings II Pte. Ltd. ("Hector") on May 30, 2025. Hector presently holds 54.27% of the share capital of the Company and has acquired sole control of the Company. The promoters of the Company, Dr. B.S.Ajaikumar, Hector Asia Holdings II Pte. Ltd, and Catalyst Trusteeship Limited, hold 9.30%, 54.27% and 0.18% of the equity share capital of the Company, respectively.

2. Information about the appointee, Mr. Rajiv Maliwal, Non-Executive Director Independent Director:

- (i) **Background details:** Please refer to the Brief Profile of Mr. Rajiv Maliwal else where in the Explanatory statement.
- (ii) **Past remuneration:** Mr. Rajiv Maliwal has been receiving remuneration of INR 35,00,000/- (Indian Rupees Thirty-Five Lakhs Only) per annum, payable on a quarterly basis, which is consistent with the remuneration payable by the Company to all its Independent Directors.
- (iii) **Recognition or awards:** No specific recognition or awards have been received in relation to the Company.

- (iv) **Job profile and suitability:** Mr. Rajiv Maliwal possesses extensive knowledge and rich experience in the areas of finance, strategic investments, business transformation, corporate governance and leadership. His deep understanding of the financial services sector, coupled with his experience in advising and mentoring businesses across diverse sectors including healthcare and fintech, enables him to provide valuable strategic guidance to the Company.

Mr. Rajiv Maliwal has consistently demonstrated strong leadership qualities, sound business acumen and an ability to provide independent and balanced judgment on matters relating to strategy, governance, risk management and long-term value creation. His continued association with educational institutions, start-up ecosystem and social initiatives further reflects his broad perspective and commitment towards sustainable and responsible growth.

Considering his expertise, experience, integrity, industry knowledge and valuable contribution to the deliberations of the Board and Committees, the Board considers Mr. Rajiv Maliwal's continued association as an Independent Director to be beneficial and in the best interests of the Company and its stakeholders. The Board is satisfied that Mr. Rajiv Maliwal fulfils the conditions specified under the Act and the SEBI LODR Regulations for his re-appointment as an Independent Director of the Company.

- (v) **Remuneration proposed to be paid:** Mr. Rajiv Maliwal has been receiving remuneration of INR 35,00,000/- (Indian Rupees Thirty-Five Lakhs Only) per annum,

with effect from June 30, 2025, payable on a quarterly basis, which is consistent with the remuneration payable to all Independent Directors of the Company. No revision in the aforesaid remuneration is presently proposed, and subject to sufficient profits the Company shall continue to pay remuneration of INR 35,00,000/- (Indian Rupees Thirty-Five Lakhs Only) per annum during his second term, or until such time as the remuneration is revised, modified or otherwise altered in accordance with applicable law. The aforesaid remuneration shall be inclusive of all fees payable to Mr. Rajiv Maliwal for attending meetings of the Board and Committees thereof but shall exclude reimbursement of expenses incurred for attending meetings of the Board, Committees, shareholders or any other meetings, conferences or events organized by the Company from time to time.

In the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Rajiv Maliwal (DIN: 00869035) as Independent Director, the remuneration payable to him shall be paid as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force for a period of three years effective from the date of reappointment.

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The remuneration proposed for Mr. Rajiv Maliwal is consistent with the remuneration currently paid by the Company to all other Independent Directors on the Board.
- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides drawing remuneration as stated above, Mr. Rajiv Maliwal does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel of the Company.

3. Other Information

- (i) **Reasons of loss or inadequate profits:** The Company has reported profits; however, such profits are considered inadequate for the purpose of payment of managerial remuneration within the limits prescribed under the Act, particularly after considering the aggregate managerial remuneration payable to the Executive Director, Non-Executive and Independent Directors of the Company. The Company continues to pursue a growth-oriented strategy through expansion of its oncology and healthcare network by establishing new centres, entering into strategic collaborations and undertaking selective acquisitions. Newly commissioned centres generally undergo an initial gestation and stabilization period, during which operating and infrastructure-related costs are

comparatively higher than the revenue generated from such centres, thereby impacting profitability in the short term. In addition, a significant portion of the Company's operations, revenues and profitability is derived through its subsidiary entities. Accordingly, while the standalone financial statements of the Company may reflect inadequate profits for the purpose of managerial remuneration under the Act the consolidated financial performance of the Company continues to reflect growth in revenue, expansion in operations and overall improvement in profitability.

- (ii) **Steps taken or proposed to be taken for improvement:** The Company operates one of the leading oncology healthcare networks in India with a strong focus on delivering comprehensive cancer care services across multiple centres. The Company continues to focus on strengthening long-term patient relationships through quality healthcare delivery, advanced treatment capabilities and patient-centric care. The management has undertaken and continues to undertake various strategic initiatives aimed at improving operational efficiency, enhancing capacity utilisation, optimizing costs and expanding the Company's presence across key markets. The Company is also focused on improving performance of newly established centres, strengthening clinical excellence, leveraging technology and enhancing synergies across its network and subsidiary entities. These measures are expected to support sustainable growth and improve the overall profitability of the Company on a consolidated basis.
- (iii) **Expected increase in productivity and profits in measurable terms:** The Company has improved its performance by generating EBITDA (before exceptional items) of INR 2712.61 Million for FY 2026 compared to INR 2,499.29 Million for FY 2025 on standalone basis. Some of the initiatives as explained above, combined with HCG's differentiated clinical services will accelerate the growth and improve profitability in the future.

4. Additional Disclosures:

- (i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director:**
Please refer to resolution provided under Item No. 4 of this Notice and the explanatory statement for this information.
- (ii) **Details of fixed component, and performance linked incentives along with the performance criteria:**
Please refer to resolution provided under Item No. 4 of this Notice and the explanatory statement for this information.

(iii) Service contracts, notice period, severance fees:

A draft letter of appointment to be issued to the Independent Director of the Company, setting out the terms and conditions of his appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://www.hcgoncology.com/corporate-governance/>.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

Mr. Rajiv Maliwal would not be entitled to any stock options.

(v) Any other disclosures: Not applicable.

Except Mr. Rajiv Maliwal and his relatives none of the other directors/key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the notice.

The Board accordingly recommends passing of the resolution as set out in the Item No. 4 of this Notice as a special resolution.

Item No. 5: Revision in the remuneration of Dr. Manish Mattoo (DIN: 08431924), Executive Director and Chief Executive Officer of the Company.

The Members of the Company, vide Postal Ballot Notice dated July 09, 2025, had approved the remuneration payable to Dr. Manish Mattoo (DIN: 08431924), Executive Director and Chief Executive Officer of the Company, who joined the Company with effect from June 30, 2025.

Since his appointment, Dr. Manish Mattoo has played a pivotal role in strengthening the Company's clinical, operational and strategic framework and in further enhancing the Company's position as a leading specialized healthcare provider in oncology and allied medical services. Under his leadership, the Company has continued to focus on medical excellence, patient-centric care, operational efficiency and long-term institutional growth.

Dr. Manish Mattoo has been closely involved in driving several key strategic and business initiatives of the Company, including the successful completion of the Rights Issue, acquisition of an additional 34% equity stake in Vizag Hospital and Cancer Research Centre Pvt Limited, launch of the comprehensive cancer hospital at Hebbal, North Bangalore, Karnataka, and divestment of the Company's entire equity shareholding in BACC Health Care Private Limited. He has also provided strategic direction towards expansion of clinical services, strengthening of medical infrastructure, enhancement of patient outreach initiatives and development of multidisciplinary care capabilities across the Company's network.

Further, during the period in which he additionally assumed the responsibilities of Interim Chief Financial Officer of the Company, Dr. Manish Mattoo played an important role in overseeing and strengthening the finance function, streamlining internal processes and supporting operational and financial integration across the organization. His leadership, industry experience and active involvement in strategic, operational and financial matters have contributed significantly towards improving operational efficiencies, optimizing resource utilization and reinforcing the Company's long-term growth and expansion strategy. Considering the scale of operations and Dr. Manish Mattoo's significant contribution towards the growth and development of the Company, the Nomination and Remuneration Committee, at its meeting held on May 19, 2026, recommended revision in the remuneration payable to Dr. Manish Mattoo. Based on such recommendation, the Board of Directors of the Company, at its meeting held on May 19, 2026, approved the revision in remuneration payable to Dr. Manish Mattoo, Executive Director and Chief Executive Officer, with effect from April 01, 2026, subject to approval of the Members of the Company pursuant to the applicable provisions of the Act and SEBI LODR Regulations. He shall also be entitled to increments subject to the Company's policies and appraisal process followed by the Company.

Except for the proposed revision in remuneration, all other terms and conditions relating to the appointment of Dr. Manish Mattoo, as approved by the Members from time to time, shall remain unchanged. The Board is of the view that the proposed remuneration is commensurate with Dr. Manish Mattoo's experience, leadership role, industry knowledge, responsibilities and contributions to the Company and is in line with prevailing industry practices.

Additional Information

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

1. General Information

- (i) Nature of industry:** The Company is headquartered in Bengaluru and is the leading provider of specialty healthcare in India focused on cancer. 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.
- (ii) Date or expected date of commencement of commercial production:** The Company had been carrying on the business since its incorporation in the year 1998.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:** Not Applicable.

(iv) Financial performance based on given indicators (INR in Million):

Standalone financials	Financial year 2025-26	Financial year 2024-25	Financial year 2023-24
Total Income	13,949.69	13,151.02	11,868.58
Total Expenditure	11,237.08	10,651.73	9,700.67
EBITDA (before exceptional items)	2,712.61	2,499.29	2,167.91
Depreciation and Finance Charges	2,062.61	1,955.28	1,469.92
Exceptional item	(553.84)	(348.21)	160.95
Profit/(Loss) before tax	96.16	195.80	537.04
Profit/Loss after tax	145.76	35.27	328.00

(v) Export Performance: The details of Foreign Exchange Earnings and Outgo during the year ended March 31, 2026, and March 31, 2025, is as under (INR):

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
Expenditure in Foreign Exchange	9,42,27,410	10,73,11,166
Earnings in Foreign Exchange	17,51,56,956	51,00,00,000

(vi) Foreign Investments or collaborators, if any:

HealthCare Global Enterprises Limited had received investment from Aceso Company Pte Ltd, Singapore ("Aceso"), 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 rights issue or from the secondary market. Subsequently, majority of shares held by Aceso were acquired by Hector Asia Holdings II Pte. Ltd. ("Hector") on May 30, 2025. Hector presently holds 54.27% of the share capital of the Company and has acquired sole control of the Company. The promoters of the Company, Dr. B.S.Ajaikumar and Hector Asia Holdings II Pte. Ltd and Catalyst Trusteeship Limited, hold 9.30%, 54.27% and 0.18% of the equity share capital of the Company, respectively.

regions spanning multiple cities, several hospitals and a cumulative bed count of 2000+ beds across different formats. He led a team of over 6,000 dedicated associates including 500+ doctors delivering impressive financial results and high patient satisfaction ratings consistently.

Prior to his role at Apollo Hospitals, Dr. Manish Mattoo served as Vice-President at Fortis Healthcare, where he gained extensive experience spanning various geographies and functions, including operations, business strategy, supply chain management, and internal audit. He has also held leadership roles at healthcare majors such as Medtronic and Monitor Group. Before foraying into healthcare management, he worked as a clinician for several years in prestigious institutions like PGI, Chandigarh and Civil Hospital, Ahmedabad.

2. Information about the appointee, Dr. Manish Mattoo, Executive Director and Chief Executive Officer.

(i) Background details: Dr. Manish Mattoo is a seasoned healthcare business leader with over two decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalising underperforming hospitals, optimising supply chains, pioneering healthcare IT solutions, and much more. He is unwavering in his commitment to delivering high-quality care efficiently, placing patient interests at the forefront and building strong high-performance teams. He is a digital health evangelist who has introduced several innovations in healthcare operations that have enhanced patient experiences while achieving substantial savings.

A compassionate and influential leader, Dr. Manish Mattoo prioritises team growth and fosters an encouraging workplace culture. His guiding principle revolves around providing the best possible care to patients. Driven by the belief that clinical excellence and a culture of safety are paramount in ensuring patient satisfaction, he inspires his team to strive for continuous improvement.

Dr. Manish Mattoo is a distinguished alumnus of the Indian School of Business (ISB), holding an MBA with a dual major in Finance and Strategy and Leadership. He earned his MBBS and MD in Anaesthesiology from BJ Medical College, Ahmedabad, solidifying his foundation in both clinical and management disciplines. Dr. Manish has also completed a certificate course in Internal Audit from the Institute of Internal Auditors.

In his previous role he worked as Chief Executive Officer at Apollo Hospitals, Karnataka & Central Region. He steered the business in these two large

(ii) Past remuneration: Dr. Manish Mattoo has been drawing a fixed remuneration of INR 2,45,00,000/- (Indian Rupees Two Crores and Forty-Five Lakhs only) per annum, and variable remuneration of up to

Rs. 1,05,00,000/- (Indian Rupees One Crore and Five Lakhs only) per annum upon achievement of on-target performance metrics as approved by the NRC/Board.

- (iii) **Recognition or awards:** No specific recognition or awards have been received in relation to the Company.
- (iv) **Job profile and suitability:** Dr. Manish Mattoo is the Executive Director and Chief Executive officer of the Company. He is a seasoned healthcare business leader with over two decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalizing underperforming hospitals, optimizing supply chains, pioneering healthcare IT solutions, and much more. He is unwavering in his commitment to delivering high-quality care efficiently, placing patient interests at the forefront and building strong high-performance teams. He is a digital health evangelist who has introduced several innovations in healthcare operations that have enhanced patient experiences while achieving substantial savings.
- (v) **Remuneration proposed to be paid:** Effective from April 1, 2026, and for the remainder of his existing tenure, or until such time as the remuneration is revised, modified or otherwise altered in accordance with applicable law, and subject to the company having sufficient profits Dr. Manish Mattoo shall be entitled to remuneration comprising (a) base pay of INR 2,75,00,000/- (Indian Rupees Two Crores and Seventy-Five Lakhs Only) per annum; and (b) variable pay of INR 1,25,00,000/- (Indian Rupees One Crore and Twenty-Five Lakhs Only) per annum, payable based on the achievement of key result areas ("KRAs"), performance parameters and such other criteria as may be determined and evaluated by the Nomination and Remuneration Committee and/or the Board of Directors of the Company from time to time. The aforesaid variable pay may exceed the above amount and may extend up to 120% of the approved variable pay, subject to commensurate improvement in the financial performance of the Company and achievement of the KRAs and performance parameters, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, within the overall limits prescribed under the Act and other applicable laws. He shall also be eligible to be granted employee stock options and benefits as per the Company's policies.

In the event of absence or inadequacy of profits in any financial year during the tenure of office of Dr. Manish Mattoo (DIN: 08431924) as Executive Director and Chief Executive Officer, the remuneration payable to him shall be paid as minimum remuneration in

accordance with the provisions of Section II of Part II of Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force for a period of three years.

- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Considering the scale of operations of the Company, the specialized nature of the healthcare and oncology sector, the complexity of business operations, and the responsibilities entrusted to Dr. Manish Mattoo in his capacity as Executive Director and Chief Executive Officer, the proposed remuneration is considered to be commensurate with remuneration levels prevailing in comparable healthcare organizations of similar size and stature. The Board is of the view that the remuneration structure appropriately reflects his experience, leadership role, professional expertise and significant contribution towards the growth and strategic development of the Company.
- (vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Besides drawing remuneration as stated above, Dr. Manish Mattoo does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel of the Company.

4. Other Information

- (i) **Reasons of loss or inadequate profits:** The Company has reported profits; however, such profits are considered inadequate for the purpose of payment of managerial remuneration within the limits prescribed under the Act, particularly after considering the aggregate managerial remuneration payable to the Executive Director, Non-Executive and Independent Directors of the Company. The Company continues to pursue a growth-oriented strategy through expansion of its oncology and healthcare network by establishing new centres, entering into strategic collaborations and undertaking selective acquisitions. Newly commissioned centres generally undergo an initial gestation and stabilization period, during which operating and infrastructure-related costs are comparatively higher than the revenue generated from such centres, thereby impacting profitability in the short term. In addition, a significant portion of the Company's operations, revenues and profitability is derived through its subsidiary entities. Accordingly, while the standalone financial statements of the Company may reflect inadequate profits for the purpose of managerial remuneration under the Act, the consolidated financial performance of the Company continues to reflect growth in revenue, expansion in operations and overall improvement in profitability.

(ii) Steps taken or proposed to be taken for improvement: The Company operates one of the leading oncology healthcare networks in India with a strong focus on delivering comprehensive cancer care services across multiple centres. The Company continues to focus on strengthening long-term patient relationships through quality healthcare delivery, advanced treatment capabilities and patient-centric care. The management has undertaken and continues to undertake various strategic initiatives aimed at improving operational efficiency, enhancing capacity utilisation, optimizing costs and expanding the Company's presence across key markets. The Company is also focused on improving performance of newly established centres, strengthening clinical excellence, leveraging technology and enhancing synergies across its network and subsidiary entities. These measures are expected to support sustainable growth and improve the overall profitability of the Company on a consolidated basis.

(iii) Expected increase in productivity and profits in measurable terms: The Company has improved its performance by generating EBITDA (before exceptional items) of INR 2712.61 Million for FY 2026 compared to INR 2,499.29 Million for FY 2025 on standalone basis. Some of the initiatives as explained above, combined with HCG's differentiated clinical services will accelerate the growth and improve profitability in the future.

5. Additional Disclosures:

(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director:

The details of the remuneration payable to Dr. Manish Mattoo, including salary, variable pay, perquisites, allowances and other benefits, if any, are set out in the resolution under Item No. 5 of this Notice read together with the accompanying explanatory statement.

(ii) Details of fixed component, and performance linked incentives along with the performance criteria: The remuneration structure of Dr. Manish Mattoo comprises fixed remuneration and performance-linked variable remuneration, details whereof are provided in the resolution under Item No. 5 of this Notice and the accompanying explanatory statement. The variable component is linked to achievement of such performance parameters and criteria as

may be determined by the Board of Directors and/or Nomination and Remuneration Committee from time to time.

(iii) Service contracts, notice period, severance fees: The terms relating to service contract, notice period and severance obligations are governed by the terms of appointment and employment agreement entered into with Dr. Manish Mattoo.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Dr. Manish Mattoo has not been granted Stock Options till date.

(v) Any other disclosures: Nil

This explanatory statement in relation to revision in remuneration of Dr. Manish Mattoo, Executive Director and Chief Executive Officer of the Company may be treated as an abstract of the terms of contract under Section 190 of the Act.

The Board accordingly recommends passing of the resolution as set out in the Item No. 5 of this Notice as a special resolution.

Except Dr. Manish Mattoo and his relatives, none of the other directors/key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the notice.

By order of the Board
For HealthCare Global Enterprises Limited

Sunu Manuel

Company Secretary
Membership No: A19795

Place: Bengaluru
Date: June 08, 2026

Corporate Office:

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

ANNEXURE – INFORMATION TO SHAREHOLDERS

Details of Directors seeking appointment/re-appointment

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

Name of the Director	Mr. Rajiv Maliwal	Dr. Manish Mattoo
DIN	00869035	08431924
Date of Birth (Age)	November 26, 1960 (65 years)	August 05, 1976 (49 years)
Date of first appointment as Independent Director / Director under the Act and SEBI LODR Regulations	May 25, 2023	June 30, 2025
Relationships with other Directors inter-se & KMPs	None	None
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	As detailed in resolution read with explanatory statement thereto	As detailed in resolution read with explanatory statement thereto
Brief resume of the Director	Please refer to the profile provided as a part of the explanatory statement for more details.	Please refer to the profile provided as a part of the explanatory statement for more details.
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	Mr. Rajiv Maliwal has expertise in Governance, Finance, Business Strategy, Capital Markets, M&A, Functional and managerial Experience, Industry / Sector Knowledge. Please refer to the profile provided as a part of the explanatory statement for more details.	Dr Mattoo is a seasoned healthcare business leader with over two decades of multifaceted experience. He has combined his clinical knowledge and business acumen to excel in healthcare management. His repertoire includes driving growth in mature hospital systems, creating competitive advantage in complex markets, successfully managing physician practices, revitalizing underperforming hospitals, optimizing supply chains, pioneering healthcare IT solutions, and much more. Please refer to the profile provided as a part of the explanatory statement for more details.
Qualification(s)	(i) MBA from Indian Institute of Management, Bangalore. (ii) Bachelor of Engineering (Hons) degree in Mechanical Engineering from BITS, Pilani	(i) MBA with a dual major in Finance and Strategy & Leadership (ii) MBBS and (iii) MD in Anesthesiology
Other companies in which the Director is a Director as on the date of appointment	Nil	Please refer to Annexure 2 ¹
Listed entities from which the Director has resigned in the past three years	None	None
Chairmanships/Memberships of the Committees of other companies as on the date of appointment.	HealthCare Global Enterprises Limited- Nomination and Remuneration Committee (Membership)	Please refer to Annexure 2
No. of meetings of the Board attended during the year (FY 2026-27)	1	1
Date of first appointment on the Board	May 25, 2023	June 30, 2025
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	Nil	Nil

Name of the Director	Mr. Rajiv Maliwal	Dr. Manish Mattoo
Justification for choosing the appointees for appointment as Independent Director	As detailed in resolution read with explanatory statement thereto	Not Applicable
In case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof.	As detailed in resolution read with explanatory statement thereto	Not Applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Corporate Governance, Business/ Management Leadership Experience, Personal values, Information Technology, Functional and managerial Experience and Industry/Sector knowledge ²	Not Applicable

Notes:

1. The Directorships do not include positions in foreign companies and LLPs.
2. These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that the Directors possess all skills/ experience listed therein in the same depth and intensity.
3. The details of Directorships and Committee memberships held by the Directors in other companies are as on the date of their appointment on the Board of the Company.

By order of the Board
For HealthCare Global Enterprises Limited

Sunu Manuel
Company Secretary
Membership No: A19795

Place: Bengaluru
Date: June 08, 2026

Corporate Office:

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

ANNEXURE – 2³

Details of other entities in which the Director is a Director, and a Member/Chairperson of the Committees of the Board.

(a) Name of other entities in which Dr. Manish Mattoo holds directorship and the Membership/Chairmanship of Committees of the Board

Sl. No	Name of the Companies (Directorship)	Membership/Chairmanship
1.	HCG Medi-Surge Hospitals Private Limited	-
2.	Nagpur Cancer Hospital & Research Insitute Private Limited	-
3.	Suchirayu Health Care Solutions Limited	-
4.	Vizag Hospital and Cancer Research Centre Pvt Ltd	-
5.	Healthcare Global Senthil Multi Specialty Hospitals Private Limited	-
6.	Niruja Product Development and Healthcare Research Private Limited	-

By order of the Board
For HealthCare Global Enterprises Limited

Sunu Manuel
Company Secretary
Membership No: A19795

Place: Bengaluru
Date: June 08, 2026

Corporate Office:

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