



SCRUTINIZER'S REPORT

May 24, 2021

The Chairman

Healthcare Global Enterprises Limited

Regd. Office: HCG Tower, No.8 P., Kalinga Rao Road,
Sampangi Rama Nagar, Bengaluru-560027

Sir,

1. The Board of Directors of the company at its meeting held on February 11, 2021 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e voting process.
2. I submit my report as under:

As per General Circular No. 14/ 2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020 and No. 39/2020 dated December 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated April 22, 2021 on April 23, 2021 by email only to the members whose email ids were available with the Company / RTA.

The notice of postal ballot was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, April 16, 2021.

- 2.1 Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- 2.2 Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- 2.3 The votes cast through electronic means were unblocked on May 23, 2021 at 5.17 P.M.
- 2.4 Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on Friday, April 16, 2021.
- 2.5 Votes cast through electronic means up to 5.00 PM of May 23, 2021 being the last time and date fixed by the company for voting through electronic means were considered for my scrutiny.
- 2.6 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.

- 2.7 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot forms returned undelivered also does not arise.
- 2.8 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper too does not arise.
3. A summary of votes cast through electronic means is given in **Annexure I**.
4. I have emailed all the e-registers and records relating to e-voting for the safe custody to the Company Secretary.
5. You may accordingly declare the result of e-voting done by the members of the Company on the resolutions mentioned in the Postal Ballot Notice dated April 22, 2021.

Thanking you,

For **V. Sreedharan & Associates**

(Pradeep B. Kulkarni)
Partner
FCS 7260; CP No. 7835

Place: Bengaluru

Date: May 24, 2021

UDIN: F007260C000362681

Annexure I

HEALTHCARE GLOBAL ENTERPRISES LIMITED

Regd. Office: HCG Tower, No.8 P. Kalinga Rao Road, Sampangi Rama Nagar, Bengaluru-560027

Summary of votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated April 22, 2021.

1. For approval of HCG Employee Stock Option Scheme – 2021 - Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 16/04/2021) (12,53,59,284 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast. (Equity Shares of Re. 10/- each)	
(a) Total e-votes received.	77	10,05,29,267	80.19
(b) Less: Invalid e-votes (as per register) (No. of Shares abstained from voting)	NIL	NIL	NIL
(c) Net valid e-votes (as per register)	*77	10,05,29,267	80.19
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	42	9,24,42,750	91.96
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	37	80,86,517	8.04

* The total of point no. (d) and (e) is not equal to point no. (c) for the column “No. of members voted through e-voting system” as two members have voted for both for and against.

2. For approval of grant of stock options to the employees of holding company and subsidiary company (ies) under HCG Employee Stock Option Scheme – 2021 – Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 16/04/2021) (12,53,59,284 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast. (Equity Shares of Re. 10/- each)	
(a) Total e-votes received.	77	10,05,29,267	80.19
(b) Less: Invalid e-votes (as per register) (No. of Shares abstained from voting)	NIL	NIL	NIL
(c) Net valid e-votes (as per register)	77	10,05,29,267	80.19
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	41	9,24,47,120	91.96
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	36	80,82,147	8.04

3. For amending the terms of employment, including remuneration of Dr. B.S. Ajaikumar, as a Whole-time Director, considering the change in role as Executive Chairman, effective from February 01, 2021 till June 30, 2023. – Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 16/04/2021) (12,53,59,284 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast. (Equity Shares of Re. 10/- each)	
(a) Total e-votes received.	77	10,05,29,267	80.19
(b) Less: Invalid e-votes (as per register) (No. of Shares abstained from voting)	** 6	** 1,84,01,261	14.68
(c) Net valid e-votes (as per register)	* 71	8,21,28,006	65.51
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	64	8,17,15,566	99.50
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	8	4,12,440	0.50

****No. of shares relating to 6 folios belonging to certain Promoters have been invalidated for the purpose of considering the votes cast in favour and against as they are interested in the resolution.**

*** The total of point no. (d) and (e) is not equal to point no. (c) for the column “No. of members voted through e-voting system” as one member has voted for both for and against.**

4. For the appointment of Ms. Anjali Ajaikumar Rossi (DIN: 08057112) as Executive Director - Strategy of the Company. – Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 16/04/2021) (12,53,59,284 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast. (Equity Shares of Re. 10/- each)	
(a) Total e-votes received.	77	10,05,29,267	80.19
(b) Less: Invalid e-votes (as per register) (No. of Shares abstained from voting)	** 6	** 1,84,01,261	14.68
(c) Net valid e-votes (as per register)	71	8,21,28,006	65.51
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	63	8,17,10,420	99.49
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	8	4,17,586	0.51

****No. of shares relating to 6 folios belonging to certain Promoters have been invalidated for the purpose of considering the votes cast in favour and against as they are interested in the resolution.**