

# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

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## **NOTICE OF 08<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 08<sup>th</sup> Extra-Ordinary General Meeting of Shareholders of **HealthFactorial Solutions Private Limited** will be held on Friday, 04<sup>th</sup> September, 2020 at 11:00 a.m. at registered office at Plot no. 800, Udyog Vihar, Phase V, Gurugram, Haryana-122016 to transact the following business at a shorter notice as described in detail herein after.

We would like to inform you that, in light of the current pandemic situation, this meeting will be held by way of Video-Conferencing facility, and necessary arrangement have been made for participation by means of such facilities, in compliance with applicable provisions of the Companies Act, 2013, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 issued by the Ministry of Corporate Affairs (MCA) (“Circulars”).

A Copy of this notice is also being issued to the statutory auditors of the Company in accordance with the Circulars.

Please find below the necessary details for using the Video-Conferencing facility to attend and participate in this Extraordinary General Meeting:

Meeting link/ URL:

<https://us04web.zoom.us/j/71868984433?pwd=aEJlMDFDRjdrS3IyclUzT0VrdC90QT09>

Meeting ID: 718 6898 4433

Passcode: Misters

Please also see below helpline numbers of the service provider in case you require assistance in joining the Meeting: +91 8975682616

Kindly make it convenient to attend the meeting.

# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

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## Special Business:

### 1. CONSIDER AND APPROVE THE ALTERATION AND ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the Shareholders be and are hereby accorded, to alter the Part 2 of Articles of Association of the Company as per the terms and conditions mentioned in the Share Subscription cum Shareholder Agreement executed on 24<sup>th</sup> August, 2020 and to adopt the restated Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file relevant e-forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be consider necessary to give effect to the aforesaid resolution.”

### NOTES

1. A Member entitled to attend and vote at the Extraordinary General Meeting will not be entitled to appoint a proxy to attend and vote instead of himself/herself.
2. In case Corporate Shareholders proposing to participate at the Extraordinary General Meeting through their representatives, they are requested to furnish a duly certified copy of the Board Resolution or Power of Attorney or other authority document authorizing the representatives to attend and vote at the meeting, by email to the designated email address above.
3. The Extraordinary General Meeting is proposed to be held at shorter notice. The Shareholders are requested to provide consent to hold The Extraordinary General Meeting at a Shorter notice.
4. Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Resolution under item no. 1 are annexed.
5. The documents related to matters set out in the notice have been shared via email along with notice, for inspection.

**For and on behalf of the Board of  
HealthFactorial Solutions Private Limited**



**Gaurav Gupta**  
**Director**  
**DIN: 07566970**

**Place: Gurugram**

**Date: 03.09.2020**

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

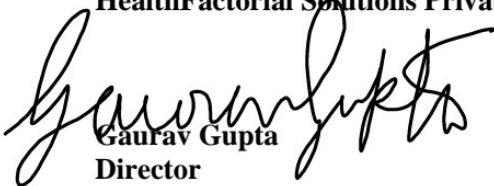
### **1. CONSIDER AND APPROVE THE ALTERATION AND ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board of Directors in their Board meeting held on 02<sup>nd</sup> September, 2020 has proposed to amend the Part 2 of Articles of Association of the Company as per the terms and conditions mentioned in the Share Subscription cum Shareholder Agreement executed on 24<sup>th</sup> August, 2020 and to adopt the restated Articles of Association of the Company.

As per Companies Act, 2013, approval of Shareholders in the Extra-Ordinary General Meeting is required for alteration of Article of Association by passing Special resolution.

None of the Directors, Managers and Key Managerial Personnel of the company is in any way concerned or interested, financial or otherwise in this resolution.

**For and on behalf of the Board of  
HealthFactorial Solutions Private Limited**

  
**Gaurav Gupta**  
**Director**  
**DIN: 07566970**

**Place: Gurugram**  
**Date: 03.09.2020**