

HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

NOTICE OF 09TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 09th Extra-Ordinary General Meeting of Shareholders of **HealthFactorial Solutions Private Limited** will be held on Monday, 02nd November, 2020 at 12:00 Noon 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, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 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/77596181154?pwd=bVl5Q1N3WGh1U01XaEpscJxa0NUZz09>

Meeting id: 775 9618 1154

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.

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Special Business:

1. To consider and approve the Employee Stock Option Plan (ESOP), 2020 implemented through Trust Route

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and are hereby accorded to approve the "Employee Stock Option Plan (ESOP) Plan 2020" and to create, offer, issue, transfer and allot in one or more tranches under the said "ESOP Plan 2020" at any time to or for the benefit of employees of the Company who are eligible to participate in the ESOP Plan 2020 for such number of options of the Company not exceeding 1,459 options holding through HealthFactorial ESOP Trust (formulated for the purpose of administration of ESOP Scheme 2020) to be issued or transferred at such price and on such terms and conditions as may be fixed or determined by the Board of Directors/ ESOP Committee in accordance with the guidelines or other applicable provisions of any law as may be prevailing at that time.”

“RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to ESOP Plan 2020.”

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.

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4. Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Resolution under item no. 1 and 2 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: 30th October, 2020

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

1. To consider and approve the Employee Stock Option Plan (ESOP), 2020 implemented through Trust Route

Stock options are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. To this effect, the Company proposes to implement an Employee Stock Option Plan.

The main objective of the Plan is to keep the employees motivated and give a sense of greater belongingness.

The Board of Directors has approved the “Employee Stock Option Plan 2020” which is going to be implemented by forming a ESOP Trust which has duly been approved in the Board meeting held on Friday, 30th October 2020 subject to the approval of Shareholders. As per Companies Act, 2013, Shareholder’s approval are required to implement Employee Stock Option Plan (ESOP) 2020 of the Company by passing Special Resolution.

Disclosures required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 are set out in **Annexure A**.

None of the Directors and other Key Managerial Person and relative of Director of the company is interested in the above said resolution.

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Annexure-A

Disclosures as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014

S. No.	Particulars	Description
a)	The total number of stock options to be granted	1,459 options
b)	Identification of classes of employees entitled to participate in the Employee Stock Option Scheme	All categories
c)	The appraisal process for determining the eligibility of employees to the Employee Stock Option Scheme	All employees who are in service are eligible for being granted Employees Stock options based on meeting quantitative and qualitative goals.
d)	The requirements of vesting and period of vesting	Options will vest over the next four years
e)	The maximum period within which the options shall be vested	Over the 4 Years from the date of Grant
f)	The exercise price or the formula for arriving at the same	Exercise price of Rs. 10 each per option
g)	The exercise period and process of exercise	Exercise Period means i.e. Six years from the date of grant of employee stock option.
h)	The lock-in period, if any	Completion of 1 years from the grant date
i)	The maximum number of options to be granted per employee and in aggregate	Maximum 1459 options shall be granted in aggregate
j)	The method which the company shall use to value its options	Fair market value as determined by an independent Valuer.
k)	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such

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	misconduct	termination.
l)	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.	<p>The Vested options which were not exercised at the time of Termination due to misconduct or breach of Company Policies / Terms of Employment or Abandonment shall stands cancelled immediately.</p> <p>Vested options which were not exercised as on the date of resignation / termination can be exercised, immediately; However the ESOP trust reserves the right of transfer such shares depending upon the conduct of the employee.</p>
m)	A statement to the effect that the company shall comply with the applicable accounting standards	Yes, the Company has complied with relevant accounting standards, as applicable

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

Gaurav Gupta
Director
DIN: 07566970

Place: Gurugram
Date: 30th October, 2020