

# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

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## **NOTICE OF 07<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 07<sup>th</sup> Extra-Ordinary General Meeting of Shareholders of **HealthFactorial Solutions Private Limited** will be held on Tuesday, 25<sup>th</sup> August, 2020 at 01:30 P.M. at registered office at Plot No. 800, Udyog Vihar, Phase V, Gurugram, Haryana, 122016 to transact the business at a shorter notice as described in detail hereinafter.

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 arrangements 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/78438923383?pwd=MXJmbStTNE8xeU9NR3BMUm4xbjBRQT09>

Meeting ID: 784 3892 3383

Passcode: xu1aCu

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.

REGISTERED OFFICE: Plot No.800, Phase V, Udyog Vihar, Sector19, Gurgaon 122009

CIN NO.:U93090HR2019PTC080314

Phone: 7007143249

E-mail: [contact@hfactorial.com](mailto:contact@hfactorial.com)



# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

## SPECIAL BUSINESS

### 1. CONSIDER AND APPROVE THE CHANGE IN TERMS OF NON-CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES

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 Companies Act, 2013 and rules made thereunder, (including any Statutory modification or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to change the terms and conditions with respect to payment of dividend attached to 50,000 Non-Cumulative Compulsory Convertible Preference Shares of INR 10/- each into 50,000 Cumulative Compulsory Convertible Preference Shares of INR 10/- each.”

**“RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file requisite e-form and documents with the Ministry of Corporate Affairs and other authorities and to do all such acts which are required for giving effect to the above resolution.”

### 2. APPROVE THE ISSUE OF EQUITY SHARES AND COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

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

**“RESOLVED THAT** as per the provisions of Section 42,43,47,55 and 179(3)(c) of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, respectively (including any statutory modification thereto or re-enactment thereof for the time being in force) in accordance with Share Subscription cum Shareholder Agreement executed on 24<sup>th</sup> August, 2020, Articles of Association of the Company and any other appropriate authority and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, the consent of the Shareholders be and are hereby accorded to create, offer and issue as mentioned below:

a. 10 (Ten) Equity Share of face value INR 10/- each at INR 18,511 (Indian Rupees Eighteen Thousand Five hundred eleven only) per share (inclusive of premium of INR 18,501/- per equity share) to -

S. No.	Name of investor	No. of Equity shares offered	Face Value (in INR)	Premium (in INR)	Issue Price (in INR)	Total Consideration involved (in INR)
1.	Rukam Capital Trust Fund I, acting through its investment manager MentorX Incubation and Advisory Services Private	10	10	18,501	18,511	1,85,110

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	Limited					
<b>TOTAL</b>						<b>1,85,110</b>

b. 1,070 (One Thousand and Seventy) Compulsorily Convertible Preference Share of face value INR 10 each at INR 18,511 ((Indian Rupees Eighteen Thousand Five hundred eleven only) per share (inclusive of premium of INR 18,501/- per Compulsorily Convertible Preference Share) to-

S. No.	Name of investor	No. of CCPS offered	Face Value (in INR)	Premium (in INR)	Issue Price (in INR)	Total Consideration involved (in INR)
1.	Rukam Capital Trust Fund I, acting through its investment manager MentorX Incubation and Advisory Services Private Limited	1,070	10	18,501	18,511	1,98,06,770
<b>TOTAL</b>		<b>1,070</b>				<b>1,98,06,770</b>

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 55 of Companies Act, 2013 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 the following will be the material terms of the issue of Compulsorily Convertible Preference Shares:

S. No	Particulars	Details
1.	the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	The payment of dividend on Preference Shares shall be on priority vis-à-vis Equity shares
2.	the participation in surplus fund	Not applicable, as these are non-participating Preference shares
3.	the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	In Liquidity Event occurs, each Investor shall be entitled to receive, in preference to all other shareholders of the Company, an amount equal to the higher of (a) The liquidation preference amount; and (b) an amount being equal to the Investor's pro-rata share of the liquidation proceeds. In the event the proceeds from liquidation are inadequate to pay the Liquidation Preference Amount to the investors, the entire proceeds from liquidation shall be granted to the Investors such that the Investors receive the Liquidation

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		Preference Amount
4.	the payment of dividend on cumulative or non-cumulative basis	CCPS shall carry a preferential dividend of 0.001% per annum of the investment amount on a cumulative basis when the Company declares and distributes dividend in accordance with Applicable Law and the terms of Share Subscription cum Shareholders Agreement executed on 24 <sup>th</sup> August, 2020
5.	the conversion of preference shares into equity shares	The CCPS may be converted into Equity Shares at any time at the option of the holder of that CCPS. Subject to compliance with Applicable Law, every 1 (one) CCPS shall automatically be converted into 1 (one) Equity Share (" <b>Conversion Ratio</b> "), upon the earlier of (i) 10 (ten) days from the receipt of notice from the holder of the CCPS requesting for conversion of the CCPS into Equity Shares; or (ii) 1 (one) day prior to the expiry of 20 (twenty) years from the allotment of the CCPS
6.	the voting rights	Each CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which such CCPS could then be converted as per the Conversion Ratio as per Share Subscription cum Shareholder Agreement executed on 24 <sup>th</sup> August, 2020
7.	the redemption of preference shares	Preference Shares cannot be redeemed as they are compulsorily convertible.

**"RESOLVED FURTHER THAT** the draft of the Private Placement Offer cum Application letter in form PAS- 4 along with other documents be and is hereby approved by the Shareholders of the Company and recorded in form PAS-5."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things to resolve all questions or doubts that may arise in regard to the allotment on Private placement, to utilize proceeds of the issue of Securities including the post issue formalities, without being required to seek fresh approval of the Shareholders of the company or otherwise, to the end and intent that the Shareholders of the company shall be deemed to have their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file requisite e-form and documents with Ministry of Corporate Affairs and other Statutory authorities and to do all such acts, deeds and things which are required for giving effect to the above resolution."

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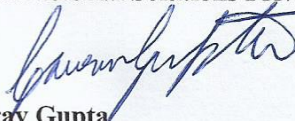
# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

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## 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 of 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 on a 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 business 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 this notice, for inspection.

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

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

Place: Gurugram  
Date: 25.08.2020

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# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

## EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO.1 CONSIDER AND APPROVE THE CHANGE IN TERMS OF NON-CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES

It is apprised that the Authorized Share Capital of the Company is INR 15,00,000/- (Rupees Fifteen Lacs) divided into 1,00,000 (One Lac) Equity Shares of INR 10/- each and 50,000 (Fifty Thousand) Compulsory Convertible Preference Shares (CCPS) of INR 10/- each.

It is further apprised that under the terms of issue the aforesaid 50,000 Compulsory Convertible Preference Shares are categorized as non-cumulative basis with respect to the right of dividend.

The Company intends to extend dividend rights to the existing or future preference shareholders on Cumulative basis. In the view of the same, to align the existing or future allotment of CCPS, Board of Directors has proposed to amend the term of Preference Shares to Cumulative basis with respect to payment of dividend subject to the approval of the shareholders of the company in the Board meeting held on 25<sup>th</sup> August, 2020.

Further, the terms of earlier issued and allotted 3,272 Non-cumulative CCPS in respect of dividend will also be amended to cumulative CCPS.

As per Companies Act, 2013, approval of Shareholders in the Extra-Ordinary General Meeting is required for change in terms of Securities by passing Shareholder 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.

### ITEM NO.2 APPROVE THE ISSUE OF EQUITY SHARES AND COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

In order to meet the fund requirements, the Company has proposed to issue and offer Equity Shares and Compulsorily Convertible Preference shares to the identified investor on Private Placement basis vide due approval being received in it's Board Meeting dated 25<sup>th</sup> August, 2020, the investment is in line with the Share Subscription cum Shareholder Agreement executed on 24<sup>th</sup> August, 2020.

As per Section 42 and 55 of Companies Act, 2013 read with Rules made thereunder, approval of Shareholders in the General Meeting is sought for offering and issuing Equity and Preference shares on Private Placement basis by passing Special resolution.

Disclosures required under the relevant rules are attached separately as follows:

**Annexure A:** As per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014

**Annexure B:** As per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014

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# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

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.

## Annexure A

**The additional information and disclosures for Private Placement of Equity Shares and Compulsorily Convertible Preference Shares as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:**

S.No.	Particulars	Disclosures
a)	Particulars of the offer including date of passing of Board resolution;	10 Equity shares and 1,070 Compulsorily Convertible Preference Shares of INR 10/- each at a premium of INR 18,501/- aggregating to amount INR 1,99,91,880/- issued and offered in the Board meeting held on 25 <sup>th</sup> August, 2020
b)	Kinds of securities offered and the price at which security is being offered	Equity Shares and Compulsorily Convertible Preference Shares at Issue Price of INR 18,511/-, (having face value of INR 10/- each and premium of INR 18,501/- each per share)
c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Valuation is based on Discounted Free Cash Flow Method
d)	Name and address of valuer who performed valuation	Mr. Sourabh Garg as Registered Valuer (S &FA) having registration no.- IBBI/RV/05/2020/12806 Address: Flat No 72, Third Floor Rashi Apartment, Sector 7 Dwarka, New Delhi-75  Sundae Capital Advisors Private Limited, Merchant Banker having SEBI Regn. No. INM000012494 Address: C-11, 3 <sup>rd</sup> Floor, Community Centre, Janak Puri, New Delhi-110058
e)	Amount which the company intends to raise by way of such securities	INR 1,99,91,880/-
f)	Material terms of raising such securities	i. <u>Dividend</u> : CCPS shall carry a preferential dividend of 0.001% per annum of the investment amount on a cumulative basis when the Company declares and distributes dividend in accordance with Applicable Law and the terms of Share Subscription cum Shareholders Agreement executed on 24 <sup>th</sup> August, 2020.

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# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

		<p>ii. <u>Liquidation Preference:</u> In Liquidity Event occurs, each Investor shall be entitled to receive, in preference to all other shareholders of the Company, an amount equal to the higher of (a) The liquidation preference amount; and (b) an amount being equal to the Investor's pro-rata share of the liquidation proceeds. In the event the proceeds from liquidation are inadequate to pay the Liquidation Preference Amount to the investors, the entire proceeds from liquidation shall be granted to the Investors such that the Investors receive the Liquidation Preference Amount</p> <p>iii. <u>Conversion:</u> The CCPS may be converted into Equity Shares at any time at the option of the holder of that CCPS. Subject to compliance with Applicable Law, every 1 (one) CCPS shall automatically be converted into 1 (one) Equity Share ("<b>Conversion Ratio</b>"), upon the earlier of (i) 10 (ten) days from the receipt of notice from the holder of the CCPS requesting for conversion of the CCPS into Equity Shares; or (ii) 1 (one) day prior to the expiry of 20 (twenty) years from the allotment of the CCPS</p> <p>iv. <u>Voting Rights:</u> Each CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which such CCPS could then be converted as per the Conversion Ratio as per Share Subscription cum Shareholder Agreement executed on 24<sup>th</sup> August, 2020.</p> <p>v. <u>Participation in Surplus funds:</u> Not applicable, as these are non-participating Preference shares</p>
	Proposed time schedule	30 Dates from the issue of offer letter
	Purposes or objects of offer	To raise the additional funds for business purpose

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# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;	No contribution is made by the promoters or Directors
Principle terms of assets charged as securities	No asset has charged as securities

## **Annexure B**

**The additional information and disclosures for private placement of Compulsorily Convertible Preference Shares as per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014:**

- a) Size of the issue and the total number of preference shares to be issued and nominal value of each share:
- i. Size of the issue: INR 1,98,06,770/-
- ii. Total number of preference shares to be issued: 1,070 Compulsorily Convertible Preference Shares
- b) Nature of shares: Compulsorily convertible cumulative and non-participating Preference shares.
- c) Objectives of the Issue: To raise the additional funds for business purpose
- d) Manner of issue of shares: Private Placement basis as per Section 42 and 55 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014
- e) The price at which such shares are proposed to be issued: INR 18,511/-
- f) Basis on which the price has been arrived: On the basis of the report issued by Mr. Sourabh Garg as Registered Valuer (S &FA) having registration no.- IBBI/RV/05/2020/12806 and M/s Sundae Capital Advisors Private Limited, Merchant Banker having SEBI Regn. No. INM000012494 dated 17th August, 2020 respectively. The valuation is based on the Discounted Free Cash Flow Method as on date 20th July, 2020.
- g) The terms of issue, including terms and rate of dividend on each share, etc.:
- i. Dividend: CCPS shall carry a preferential dividend of 0.001% per annum of the investment amount on a cumulative basis when the Company declares and distributes dividend in accordance with Applicable Law and the terms of Share Subscription cum Shareholders Agreement executed on 24<sup>th</sup> August, 2020.

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# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

- ii. Liquidation Preference: In Liquidity Event occurs, each Investor shall be entitled to receive, in preference to all other shareholders of the Company, an amount equal to the higher of (a) The liquidation preference amount; and (b) an amount being equal to the Investor's pro-rata share of the liquidation proceeds. In the event the proceeds from liquidation are inadequate to pay the Liquidation Preference Amount to the investors, the entire proceeds from liquidation shall be granted to the Investors such that the Investors receive the Liquidation Preference Amount.
- iii. Term: The CCPS may be converted into Equity Shares at any time at the option of the holder of that CCPS. Subject to compliance with Applicable Law, every 1 (one) CCPS shall automatically be converted into 1 (one) Equity Share ("**Conversion Ratio**"), upon the earlier of (i) 10 (ten) days from the receipt of notice from the holder of the CCPS requesting for conversion of the CCPS into Equity Shares; or (ii) 1 (one) day prior to the expiry of 20 (twenty) years from the allotment of the CCPS
- h) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

Term of Redemption: Preference Shares cannot be redeemed as they are compulsorily convertible.

Term of Conversion: The CCPS may be converted into Equity Shares at any time at the option of the holder of that CCPS. Subject to compliance with Applicable Law, every 1 (one) CCPS shall automatically be converted into 1 (one) Equity Share ("**Conversion Ratio**"), upon the earlier of (i) 10 (ten) days from the receipt of notice from the holder of the CCPS requesting for conversion of the CCPS into Equity Shares; or (ii) 1 (one) day prior to the expiry of 20 (twenty) years from the allotment of the CCPS

- i) The manner and modes of redemption: Not applicable
- j) Current shareholding pattern of the Company:

S. No.	Name of shareholder	No. of Equity shares held	No. of Preference shares held (CCPS)	Total no. of Shares held	Face value (in INR)	% of holding
1	Suhas Nath Misra	8500	-	8500	10	58.24
2	Saurabh Kumar	400	-	400	10	2.74
3	Gaurav Suri	167	-	167	10	1.14
4	Sundeep Holani	66	302	368	10	2.52
5	Gaurav Dubey	113	-	113	10	0.77
6	Vivek Belgavi	66	187	253	10	1.73
7	Raman Tanwar	16	28	44	10	0.30
8	Purushotham Lingaiah	66	55	121	10	0.83
9	Abhinav Aryendra	100	-	100	10	0.69
10	Pratik Jain	166	-	166	10	1.51
11	Amitesh Ahuja	133	-	133	10	0.91
12	Rajat Khare	66	-	66	10	0.45

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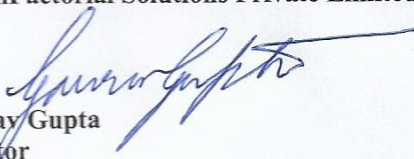


# HEALTHFACTORIAL SOLUTIONS PRIVATE LIMITED

13	Akash Jha	66	-	66	10	0.45
14	Sandipan Chattopadhyay	33	-	33	10	0.23
15	Neeraj Kakkar	132	-	132	10	0.90
16	Karan Gambhir	66	-	66	10	0.82
17	Vishpala Reddy	66	-	66	10	0.45
18	Akshay Sher Randeva	-	160	160	10	1.10
19	Naveen Baweja	-	167	167	10	1.14
20	Nikhil Banerjee	-	27	27	10	0.19
21	Jatin Paul	-	112	112	10	0.77
22	Rahul Jetley	-	112	112	10	1.52
23	Raju Hiro Mirchandani	-	161	161	10	1.10
24	Madhu Hari Jaidhara	-	54	54	10	0.37
25	Gaurav Gupta	1100	-	1100	10	7.54
26	Guru Ramanathan LLC		190	190	10	1.30
27	Siddharth Patodia (on behalf of Siddharth Patodia HUF)		81	81	10	0.56
28	"Beacon Trusteeship Limited"- Sauce Capital Trust- Sauce Consumer Venture Capital I		1097	1097	10	7.52
29	Palaash Ventures Private Limited		321	321	10	2.20
	<b>TOTAL</b>	<b>11,322</b>	<b>3,272</b>	<b>14,594</b>	<b>-</b>	<b>100.00</b>

- k) The expected dilution in equity share capital upon conversion of Preference shares: Preference Shares shall be converted into Equity Shares at any time at the option of the holder of Compulsorily Convertible Preference shares.

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

  
Gaurav Gupta  
Director  
DIN: 07566970

Place: Gurugram  
Date: 25.08.2020

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