



Optum Global Solutions (India) Private Limited

Ground Floor (Part) and 10th Floor of Campus 5B,
RMZ Eco World Infrastructure Pvt. Ltd. SEZ,
Sarjapur - Marathahalli Outer Ring Road,
Devarabeesanahalli Village, Varthur Hobli,
Bengaluru East Taluk, Bengaluru – 560103

NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the **Twelfth Annual General Meeting** of the shareholders of Optum Global Solutions (India) Private Limited ("OGSIPL / Company") will be held on Monday, the 5th day of December 2022, at 1:00 p.m. (IST), **at a shorter notice at a place other than the registered office of the Company** i.e. 10th Floor of Campus 5B, RMZ Ecoworld Infrastructure Pvt. Ltd. SEZ, Sarjapur - Marathahalli Outer Ring Road, Devarabeesanahalli Village, Varthur Hobli, East Taluk, Bengaluru – 560 103, India, subject to shareholders consent, to transact the following businesses:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on March 31, 2022, and the report of the Board of Directors and Auditors thereon, along with their annexures, and in this regard, if thought fit, to pass with or without modifications(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited Financial Statements i.e., Balance Sheet as at March 31, 2022, Profit and Loss Account and Cash Flow Statement for the year ended on March 31, 2022 together with Report of Board of Directors and Auditors thereon, along with its annexures, laid before the meeting, be and are hereby considered, approved and adopted."

2. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To consider and approve appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for next five (5) financial years i.e., 2022-2023 to 2026-2027 and in this regard, if thought fit, to pass with or without modifications(s) the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Walker Chandio & Co. LLP, Chartered Accountants, having firm registration number 001076N/N500013 be and are hereby appointed as statutory auditors of the Company for a period of five (5) years starting from financial year 2022-2023 and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Seventeenth Annual General Meeting to be held for the financial year 2026-2027 on such remuneration as may be mutually agreed upon between the Board of the Company and the statutory auditors."

3. TO CONSIDER AND APPROVE DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022



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To consider and approve declaration of final dividend of Rs. 4,998,887,400 (Four Thousand Nine Hundred Ninety-Eight Million Eight Hundred Eighty-Seven Thousand and Four Hundred), being Rs. 3,400 per share at the rate of 34,000% of the face value for the financial year ended on March 31, 2022, and in this regard, if thought fit, to pass with or without modifications(s) the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company vide its resolution dated November 14, 2022, and applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for declaration and payment of final dividend of Rs. 4,998,887,400 (Four Thousand Nine Hundred Ninety-Eight Million Eight Hundred Eighty-Seven Thousand and Four Hundred), being Rs. 3,400 per share at the rate of 34,000 % of the face value on 1,470,261 paid-up equity shares of Rs. 10 of the Company to the members of the Company whose name appears on the Register of Members of the Company on the record date i.e., September 30, 2022, and all directors are severally authorized to do all such acts, deeds, things and matters as may be necessary in this regard.”

SPECIAL BUSINESS:

4. TO CONSIDER AND REGULARIZE APPOINTMENT OF MR. RITESH TALAPATRA (DIN: 07849732) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ritesh Talapatra (DIN: 07849732) who was appointed as an Additional Director by the Board of the Company with effect from July 20, 2022, in terms of Section 161 of the Companies Act, 2013 and other applicable provisions, and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of these resolutions wherever required, from time to time and to do all such acts, deeds and things, including signing and filing of e-Form with the Registrar of Companies, as may be necessary to give effect to the above resolutions.”

5. TO CONSIDER AND REGULARIZE APPOINTMENT OF MR. NISHID SACHDEVA (DIN: 09691354) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

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“RESOLVED THAT Mr. Nishid Sachdeva (DIN: 09691354) who was appointed as an Additional Director by the Board of the Company with effect from August 03, 2022, in terms of Section 161 of the Companies Act, 2013 and other applicable provisions, and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of these resolutions wherever required, from time to time and to do all such acts, deeds and things, including signing and filing of e-Form with the Registrar of Companies, as may be necessary to give effect to the above resolutions.”

6. TO CONSIDER AND REGULARIZE APPOINTMENT OF MS. IRINA JINKS (DIN: 0009782671) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Irina Jinks (DIN: 0009782671) who was appointed as an Additional Director by the Board of the Company with effect from November 14, 2022, in terms of Section 161 of the Companies Act, 2013 and other applicable provisions, and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of these resolutions wherever required, from time to time and to do all such acts, deeds and things, including signing and filing of e-Form with the Registrar of Companies, as may be necessary to give effect to the above resolutions.”

**By Order of the Board of Directors of
Optum Global Solutions (India) Private Limited**


**Kuldeep Sharma
Company Secretary
Bengaluru**

Date: November 15, 2022



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NOTES:

1. The Company has only two corporate Shareholders, hence, both the Shareholders are required to be present in the meeting, through their Authorised representatives personally, in order to fulfil the requirement of the quorum of the Annual General Meeting ("**AGM**").
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), setting out material facts, in respect of Special Businesses as set out above is annexed herewith, as forming part of the Notice.
3. The Register of Directors and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Shareholders at the AGM.
4. The Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Shareholders at the AGM.
5. The consent of the Shareholders has to be obtained for convening the meeting at a shorter notice and at a place other than the registered office address of the Company i.e., at 10th Floor of Campus 5B, RMZ Ecoworld Infrastructure Pvt. Ltd. SEZ, Sarjapur - Marathahalli Outer Ring Road, Devarabeesanahalli Village, Varthur Hobli, East Taluk, Bengaluru – 560 103, India.
6. All documents referred to in the accompanying notice and explanatory statement will be available for inspection at the registered office of the company between 11:00 am to 5:00 pm on any working day prior to the date of the meeting and will also be available on the date of the meeting.

**By Order of the Board of Directors of
Optum Global Solutions (India) Private Limited**


Kuldeep Sharma
Company Secretary
Bengaluru

Date: November 15, 2022

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business set out in the accompanying notice of the AGM of the Members of the Company.

ITEM NO. 4,5 AND 6:

Pursuant to the provisions of Section 161 of the Act, Mr. Ritesh Talapatra (DIN: 07849732), Mr. Nishid Sachdeva (DIN: 09691354) and Ms. Irina Jinks (DIN: 0009782671) were appointed as Additional Directors of the Company with effect from July 20, 2022, August 03, 2022 and November 14, 2022, respectively till date of this AGM.

Mr. Talapatra, Mr. Sachdeva and Ms. Jinks bring rich and varied experience to the Board and also fulfill the conditions specified in the Act, therefore, in terms of applicable provisions of the Act and the Rules made thereunder, your Directors propose to regularize the appointment of Mr. Ritesh Talapatra, Mr. Nishid Sachdeva and Ms. Irina Jinks as Directors of the Company.

In this regard, the Company had earlier received from all the three abovementioned directors - consent in writing to act as a Director in Form DIR-2, pursuant to Rule-8 of Companies (Appointment & Qualification of Director) Rules, 2014; intimation to the effect that they each are not disqualified to be appointed as a Director in Form DIR-8, in terms of 164(2) of the Act; and disclosure of Interest in Form MBP-1, pursuant to Section 184(1) of the Act read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014. All the documents are available for inspection during business hours, on any working day, at the registered office of the Company and copies thereof shall also be made available for inspection at the corporate office and also at the meeting.

Apart from Mr. Talapatra, Mr. Sachdeva and Ms. Jinks none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested whether financially or otherwise, in the resolution set out at item no. 4, 5 and 6 of the notice.

**By Order of the Board of Directors of
Optum Global Solutions (India) Private Limited**


Kuldeep Sharma
Company Secretary
Bengaluru

Date: November 15, 2022