

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 **Fourteenth (14th) Annual General Meeting** of the shareholders of Optum Global Solutions (India) Private Limited ("OGSIPL/Company") will be held on Friday, the 6th day of September 2024, at 11:30 a.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, 2024, 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 modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the audited Financial Statements i.e., Balance Sheet as at March 31, 2024, Profit and Loss Account, and Cash Flow Statement for the year ended on March 31, 2024 together with Report of Board of Directors and Auditors thereon, along with their annexures, laid before the meeting, be and are hereby considered, approved and adopted."

2. TO CONSIDER AND APPROVE DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

To consider and approve declaration of final dividend of Rs. 2,20,53,91,500 (Rupees Two Hundred Twenty Crores Fifty-Three Lakhs Ninety-One Thousand and Five Hundred), being Rs. 1,500 per share at the rate of 15,000% of the face value, subject to applicable withholding tax, for the financial year ended on March 31, 2024, and in this regard, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in terms of recommendation of the Board of Directors of the Company vide its resolution dated August 29, 2024, and applicable provisions of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for the declaration and payment of a final dividend of Rs. 2,20,53,91,500 (Rupees Two Hundred Twenty Crores Fifty-Three Lakhs Ninety-One Thousand and Five Hundred), being Rs.1,500 per share at the rate of 15,000% of the face value on 1,470,261 paid-up equity shares of Rs. 10 of the Company, subject to applicable withholding tax, to the members of the Company whose names appear on the Register of Members of the Company on the record date i.e., August 29, 2024, and all directors and the Company Secretary of the Company are hereby severally authorized to do all such acts, deeds, things and matters as may be necessary in this regard."



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SPECIAL BUSINESS:

3. TO APPROVE BUY BACK OF EQUITY SHARES

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

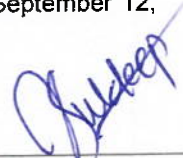
“RESOLVED THAT pursuant to the provisions of Article 43 of the Articles of Association of the Company and in accordance of Sections 68, 69 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital & Debentures) Rules, 2014 including any amendments, statutory modifications or re-enactments thereof, and subject to such other approvals, permissions and sanctions as may be necessary, consent of the shareholders of the Company be and is hereby accorded to buy back from its existing shareholders as on the date of the board resolution passed on August 29, 2024, being the record date, (hereinafter referred to as **‘Proposed Buyback’**) on a proportionate basis from existing shareholders of the Company, not exceeding 3,54,467 equity shares, being 24.11% of the existing fully paid up equity shares of the Company, at a price of Rs 14,170 per share (hereinafter referred to as **‘Buyback Price’**), to be financed out of free reserves (including securities premium) of the Company as defined under section 68 of the Act such that the aggregate consideration for the buyback does not exceed Rs. 5,02,27,92,395 being 25% of the aggregate of paid up capital and free reserves (including securities premium) of the Company as determined based on the balance sheet of the Company as of March 31, 2024, and applicable laws.

RESOLVED FURTHER THAT the board has fixed the buyback price as Rs 14,170 per equity share basis the valuation report dated August 25, 2024, prepared by Ernst & Young Merchant Banking Services LLP, providing the fair value per equity share of the Company.

RESOLVED FURTHER THAT the Proposed Buyback from non-resident shareholders holding equity shares of the Company, if any, shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board to buy back any shares, and/ or impair any power of the Company or the Board to terminate any process in relation to Proposed Buyback if so permissible by law.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to open the offer of Proposed Buyback on September 9, 2024, at 7:00 P.M. and to close on September 12, 2024, at 9:00 P.M.

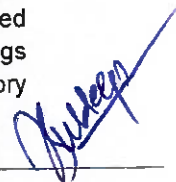


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RESOLVED FURTHER THAT any one of the directors of the Company, Mr. Vivek Kler, Sr. Associate General Counsel, Mr. Anuj Jain, Sr. Director-Tax and/or any of the existing bank signatories of the Company be and are hereby severally authorized to open or ratify any existing bank account as a separate bank account for the purposes of the Proposed Buyback, deposit such sum as required in terms of Rule 17(8) of the Companies (Share Capital & Debentures) Rules, 2014 and utilize the funds so deposited for paying to the shareholders who offer their shares pursuant to the letter of offer.

RESOLVED FURTHER THAT any one of the directors of the Company, Company Secretary of the Company, Mr. Vivek Kler, Sr. Associate General Counsel of the Company and Mr. Anuj Jain, Sr. Director-Tax, be and are hereby severally authorized to take all necessary steps in order to give effect to the aforesaid resolutions, including but not limited to the following -

- i. finalize the terms and conditions of the Proposed Buyback including the number of shares to be bought back and the time frame for completion of Proposed Buyback as per the prescribed time limit;
- ii. to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspects of the Proposed Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Proposed Buyback without seeking any further consent and/ or approval of the Board to the end and intent that the Board shall be deemed to have given their approval thereto expressly by the authority of the above resolutions;
- iii. appoint professional advisors, consultants, legal advisors and such other intermediaries, as may be required, for the purpose of the Proposed Buyback;
- iv. prepare, sign, execute all such papers, undertakings, affidavits, confirmations, declaration of solvency, declarations, agreements, forms, instruments and all such other documents (including letters of offer, declarations of solvency, etc.) as may be required in relation to the Proposed Buyback, on behalf of the Company;
- v. issue letters of offer to members, accept/ reject offers received from the members, make payments to the members whose offers have been accepted, pay applicable taxes, if any;
- vi. opening, operation and closure of all necessary depository accounts, as may be required or desirable, for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company; and
- vii. to do all other necessary acts, deeds, matters and things as they may in their absolute discretion, deem necessary, expedient, incidental to the implementation of the Proposed Buyback in accordance with the prescribed regulations (including making necessary filings with the Registrar of Companies, Reserve Bank of India and other statutory and regulatory authorities)."



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RESOLVED FURTHER THAT all acts already done by the Board in relation to the Proposed Buyback till date be and are hereby ratified.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to issue certified true copies of this resolution to concerned authorities as may be necessary from time to time to give effect to the above resolutions."

4. TO CONSIDER AND REGULARIZE APPOINTMENT OF MR. HARISH SRINIVAS GUDI (DIN: 10587806) 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. Harish Srinivas Gudi (DIN: 10587806) who was appointed as an Additional Director by the Board of the Company with effect from April 24, 2024, 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 APPROVE SCHEME OF AMALGAMATION OF LANDMARK HEALTH TECHNOLOGIES PRIVATE LIMITED WITH THE COMPANY.

To consider and if thought fit, to pass with or without modifications, the following resolution as **Requisite Majority Resolution** pursuant to Section 233(1)(b) of Companies Act, 2013:

"**RESOLVED THAT** pursuant to the provisions of Section 233 and any other applicable provisions of the Companies Act, 2013 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications, amendments, re-enactments thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, confirmations, permissions from Hon'ble Regional Director, South East Region, Hyderabad or such other competent authority as may be applicable in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, confirmations, permissions, the Scheme of Amalgamation between wholly owned subsidiary namely Landmark Health Technologies Private Limited ("**Transferor Company**") and Optum Global Solutions (India) Private Limited ("**Transferee Company**") and their respective members and creditors" ("**Scheme of Amalgamation**"), with April





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1, 2024 (First day of April, Two Thousand and Twenty Four) being the appointed date, be and is hereby approved.

RESOLVED FURTHER THAT the Board and Company Secretary of the Company be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme of Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Amalgamation, as may be deemed fit and proper."

By Order of the Board of Directors of

Optum Global Solutions (India) Private Limited


Kuldeep Sharma
Company Secretary
Bengaluru

Date: September 3, 2024





Optum Global Solutions (India) Private Limited


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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 Authorized 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: September 3, 2024



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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. 3

As required by sections 68(3) and 102(1) of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the following details are furnished for information of the members -

The Board of Directors of the Company, at the meeting held on **August 29, 2024**, considered and approved the proposal to buy back from its members existing as on the date of the Board Meeting fully paid equity shares of the Company on a proportionate basis having face value of Rs. 10 each (hereinafter referred to as '**Proposed Buyback**') not exceeding 354,467 equity shares, being 24.11% of the existing fully paid-up equity share of the Company, at a price of Rs. 14,170 per share (hereinafter referred to as '**Buyback Price**'), to be financed out of free reserves (including securities premium) of the Company such that the aggregate consideration for the buyback does not exceed Rs. 5,02,27,92,395 being 25 % of the aggregate of paid up capital and free reserves (including securities premium) of the Company as determined based on the balance sheet of the Company as of March 31, 2024.

The complete material facts concerned with and relevant to the Proposed Buyback are given below:

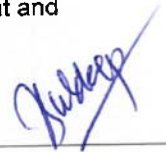
(a) The date of the Board Meeting at which the proposal for Proposed Buyback was approved by the Board of Directors of the Company

The Board of Directors at their meeting held on **August 29, 2024** have approved the buyback in accordance with the provisions of Article 43 of the Articles of Association of the Company and in accordance with sections 68, 69 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Share Capital & Debentures) Rules, 2014 including any amendments, statutory modifications or re-enactments thereof.

(b) The objective of Proposed Buyback

The buyback of equity shares is being proposed in pursuance of the Company's desire to maximize returns to members and enhance overall shareholder value.

The Company has accumulated profits and satisfactory liquidity as represented by its bank balances. The expected cash generation, along with borrowings (if required), will support the operational requirements of the Company in coming years. The Proposed Buyback provides an opportunity to the Company to return surplus capital to its members in an expedient, efficient and cost-effective manner and to enhance the overall members' value in long term.



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More specifically, the Proposed Buyback would inter-alia result in the following benefits -

- i. Reduction in the overall capital employed in the business, which will in-turn lead to higher earnings per share, enhanced return on equity and return on capital employed, etc., and long term increase in members' value; and
 - ii. Distribution of surplus cash to its members in proportion to their shareholding, thereby, enhancing the overall returns to members.
- (c) **The class of shares or other securities intended to be purchased under the Proposed Buyback**

The Company is proposing to buy back its fully paid-up equity shares having face value of Rs 10 each.

- (d) **Number of securities that the Company proposes to buy back**

The Company proposes to buyback 3,54,467 fully paid-up equity shares of Rs. 10 each.

- (e) **The method to be adopted for the same**

The buyback is sought to be made from the existing members of the Company on a proportionate basis. The Proposed Buyback will be implemented in accordance with the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014 and on such terms and conditions as may be deemed fit by the management.

- (f) **The price at which the buyback of shares or other securities shall be made**

The price at which equity shares will be brought back is Rs 14,170 per equity share.

- (g) **The basis of arriving at the buyback price**

The Buyback price is determined after considering the fair value of equity shares of the Company, which is determined as per Discounted Cash Flow method as provided in the valuation report provided by Ernst & Young Merchant Banking Services LLP.

The Buyback price shall not exceed the fair market value of equity shares of the Company, as determined by Ernst & Young Merchant Banking Services LLP, a SEBI registered Category 1 Merchant Banker, in terms of prevailing exchange control norms.

- (h) **The maximum amount to be paid for the Proposed Buyback and the sources of funds from which the Buyback would be financed**





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The aggregate of paid-up equity share capital and free reserves (including securities premium) of the Company as of March 31, 2024 is Rs. 20,09,11,69,581 ("Shareholders' Funds"). As per the provisions of section 68(2)(c) of the Companies Act, 2013, the maximum amount to be paid for Proposed Buyback will be Rs 5,02,27,92,395 i.e., 25% of Shareholders' Funds as determined based on the balance sheet of the Company as on March 31, 2024.

The Proposed Buyback would be financed out of free reserves (including Securities Premium) of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Proposed Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet of the Company.

(i) The time-limit for completion of Proposed Buyback

In terms of section 68(4) of the Act, the Proposed Buyback is required to be completed within a period of 12 months from the date of passing the special resolution. Although the Company shall endeavour to complete the Proposed Buyback at a much earlier date.

(j) Shareholding details

i. The aggregate shareholding of the promoters and of the directors of promoter where the promoter is a Company and of the directors and key managerial personnel as on the date of the notice convening the Board/ Annual General Meeting

The aggregate shareholding of the promoters and of the directors of the promoter, where promoter is a company, and of the directors and key managerial personal as on the date is provided below

Name of the promoter	Number of shares held	Percentage (%)
Optum Global Solutions International B.V.	1,470,251	99.99%
UnitedHealth International, Inc. (holding shares on behalf of Optum Global Solutions International B.V.)	10	0.001%
Total	1,470,261	100.00

ii. The aggregate number of equity shares purchased or sold by persons mentioned in sub-clause (i) during a period of twelve months preceding the date of the Board Meeting at which the Proposed Buyback was approved and from that date till the date of notice convening the Annual General Meeting

Details of aggregate number of equity shares purchased and/ or sold by persons mentioned in clause (i) during a period of 12 months preceding the date of the board meeting at which buyback was approved and from that date till the date of notice convening Annual General Meeting is provided below:

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Name of the promoter	Date of share purchase	Number of shares purchased	Price per share
Optum Global Solutions International B.V.	Not applicable	Not applicable	Not applicable
UnitedHealth International, Inc. (holding shares on behalf of Optum Global Solutions International B.V.)	Not applicable	Not applicable	Not applicable

There were no sale transactions undertaken by the persons mentioned in clause (i) during a period of 12 months preceding the date of the board meeting at which buyback was approved and from that date till the date of notice convening Annual General Meeting.

- (k) If the Persons mentioned in sub-clause (i) of clause (j) intend to tender their shares for buyback –

(i) the quantum of shares proposed to be tendered

Optum Global Solutions International B.V. intends to tender 3,54,467 fully paid equity shares of the Company under the Proposed Buyback.

(ii) the details of their transactions and their holdings for the last twelve months prior to the date of the board meeting at which the buyback was approved including information of number of shares acquired, the price and the date of acquisition

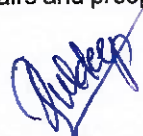
There was no such transaction undertaken during the last twelve months prior to the date of the board meeting at which buy back was approved.

- (l) A confirmation that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company

The Board of Directors of the Company hereby confirm that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or bank.

(m) Confirmation Report from the Board of Directors of the Company

The Board of Directors further confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion –



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- i. that immediately following the date on which the Annual General Meeting is convened, there shall be no grounds on which the Company could be found unable to pay its debts;
- ii. that in regards to the Company's prospects for the year immediately following the date of Annual ordinary General Meeting, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and shall not be rendered insolvent within a period of one year from the date of Annual General Meeting; and
- iii. that the Board of Directors have taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 2013.

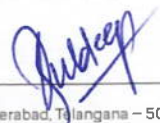
(n) Report addressed to the Board of Directors by the Company's Auditors

As required under Rule 17(1)(n) of Companies (Share Capital & Debentures) Rules, 2014, the report dated August 30, 2024 received from Walker Chandiok & Co LLP, statutory auditors of the Company, addressed to the Board of Directors of the Company stating the following, is enclosed to this notice.

- (i) they have inquired into the Company's state of affairs;
- (ii) the amount of the permissible capital payment for the securities in question is in their view properly determined;
- (iii) that the audited accounts on the basis of which calculation with reference to buy back is done is not more than six months old from the date of offer document; and
- (iv) the Board of directors have formed the opinion as specified in clause (m) on reasonable grounds and that the company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.

Other details

1. The Debt Equity Ratio post buy back will not be more than twice the paid up capital and free reserves of the Company.
2. As per the provisions of Section 68(8) of the Act, the Company will not issue fresh equity shares for a period of six months after completion of the buyback. However, this restriction would not apply to issue of Bonus Shares.
3. The Equity Shares bought back by the Company will compulsorily be cancelled and will not be held for re- issuance.



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The consent of the members is being sought by way of Special Resolution in terms of Sections 68 read together with the Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies, Act 2013.

In the opinion of the Board, the Proposed Buyback is in the interest of the Company and its members. The Board of Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying notice.

Disclosure of interest of Directors and others, as required under Section 102(1) read together with the proviso to Section 102(2) of the Companies Act, 2013 -

- None of the directors are deemed to be concerned or interested, financially or otherwise in passing this resolution.
- None of the key managerial personnel are deemed to be concerned or interested, financially or otherwise in passing this resolution.
- As per the oral disclosures of interest provided to the Company by the directors and the key managerial personnel of the Company, it may be stated that none of their relatives are deemed to be concerned or interested, financially or otherwise in respect of this agenda and passing of the resolution thereof.

ITEM NO. 4

Pursuant to the provisions of Section 161 of the Act, Mr. Harish Srinivas Gudi (DIN: 10587806) was appointed as an Additional Director of the Company with effect from April 24, 2024, till date of this AGM.

Mr. Gudi brings rich and varied experience to the Board and also fulfils 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. Harish Srinivas Gudi as Director of the Company.

In this regard, Company has received consent in form DIR-2 from Mr. Gudi. 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. Gudi, 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 of the notice.

ITEM NO. 5

The Scheme of Amalgamation of wholly owned subsidiary namely Landmark Health Technologies Private Limited ("Transferor Company") with Optum Global Solutions (India) Private Limited, holding company ("Transferee Company") was approved by the Board of Directors of the Transferor Company





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at its meeting held on June 24, 2024, and by the Board of Directors of the Transferee Company at its meeting held on June 26, 2024. Transferee Company holds 100% share capital of Transferor Company. Therefore, the Transferor Company becomes wholly owned subsidiary of Transferee Company pursuant to Section 2(87) of Companies Act, 2013.

It is proposed to amalgamate the Transferor Company with the Transferee Company considering various benefits arising from amalgamation. Amalgamation will lead to consolidation and simplification of Optum's group structure in India; greater integration, consolidation of business operations/infrastructures, greater financial strength and flexibility; greater efficiency and achieving economies of scale.

Section 233 of the Companies Act, 2013 provides for a fast-track amalgamation of a wholly owned subsidiary with its holding company. Considering that the Transferor Company is a wholly owned subsidiary of the Transferee Company, it is proposed to amalgamate the Transferor Company with the Transferee Company under Section 233 which requires consent of the members holding at least 90% of total number of shares pursuant to Section 233(1)(b) of Companies Act, 2013. Scheme of Amalgamation is proposed for the approval of the Shareholders at the meeting.

Scheme of Amalgamation was filed with the jurisdictional offices of Registrar of Companies, Official Liquidators, Reserve Bank of India and Income Tax Departments on July 1, 2024, inviting objections or suggestions, if any, on the draft Scheme of Amalgamation.

No objections or suggestions are received from the Regional offices of the Reserve Bank of India, Official Liquidators and Income Tax Departments on the draft Scheme of Amalgamation. However, the suggestion received from the Office of the Registrar of Companies, Telangana, Hyderabad vide its letter dated July 29, 2024, to amend the Scheme of Amalgamation has been noted by the directors in the Board meeting held on August 29, 2024, and accordingly the proposed Scheme of Amalgamation has been amended.

The Board recommends the passing of requisite majority resolution as required under Section 233(1)(b) of the Companies Act, 2013 as set out in the Notice convening the meeting.

Additional information as required under section 102 of the Companies Act, 2013 are as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
- Every director and the manager, if any - None of the directors of the Company have any concern or interest, financial or otherwise.
 - Every other key managerial personnel and - None of the key managerial personnel of the Company have any concern or interest, financial or otherwise.
 - Relatives of the persons mentioned in sub-clauses (i) and (ii) above - None of the relatives of the persons mentioned in sub-clauses (i) and (ii) above have any concern or interest, financial or otherwise.

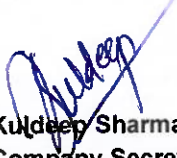


Optum Global Solutions (India) Private Limited

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

The documents related to aforesaid resolutions shall be open for inspection at the registered office of the Company during normal business hours on all working days up to and including the date of Annual General Meeting of the Company.

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


Kuldeep Sharma
Company Secretary
Bengaluru
Date: September 3, 2024





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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Annual General Meeting of the Company on Friday, September 06, 2024, 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 at 11:30 a.m.

Full Name of the Shareholder/ Authorized representative:

residing at/having registered office at

Folio No.

No. of Shares held:

Name of Proxy (if any): Not applicable

Signature of the-Shareholder/Proxy/
Corporate Representative*

* Strike out whichever is not applicable



Optum Global Solutions (India) Private Limited

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PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company: OPTUM GLOBAL SOLUTIONS (INDIA) PRIVATE LIMITED
(CIN: U72900TG2010PTC067943)

Name of the Member (s): _____ residing at/having
registered office at _____
& e-mail Id: _____ bearing
Folio No. _____.

I / We, being the member(s) of _____ (In words _____) equity
shares of Landmark Health Technologies Private Limited hereby appoint -

1. Name: _____ Address

E-mail Id: _____ Signature: _____, or failing him / her

2. Name: _____ Address

E-mail Id: _____ Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, September 06, 2024, 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 at 11:30 a.m. and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Affix Re. 1
Revenue
Stamp

Signed this _____ day of _____, 2024

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, 48 hours before the commencement of the Meeting.



Optum Global Solutions (India) Private Limited

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Bengaluru East Taluk, Bengaluru – 560103

Route Map Credit – Google Maps



Handwritten signature in blue ink.