

## NOTICE OF 6<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that 6<sup>th</sup> Annual General Meeting of the members of Pathkind Diagnostics Private Limited will be held at shorter notice on Wednesday, 28<sup>th</sup> September, 2022 at 10:00 AM through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility at the registered office of the Company at 208, Okhla Industrial Estate, Phase-III, New Delhi-110020, to transact the following business: -

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To reappoint M/s Bhagi Bhardwaj Gaur & Co., Chartered Accountants as the Statutory Auditor and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. Bhagi Bhardwaj Gaur & Co., Chartered Accountants (FRN: 007895N) be and are hereby reappointed as the Statutory Auditor of the Company to hold such office for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus taxes as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may decide in this behalf.”

### **SPECIAL BUSINESS**

3. **RATIFICATION OF THE REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2022-23**

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

### **PATHKIND DIAGNOSTICS PVT. LTD.**

Corp. Office : Plot No. 55 - 56, Udyog Vihar, Phase 4, Gurugram, Haryana - 122015 (India)

Regd. Office : 208, Okhla Industrial Estate, Phase 3, New Delhi - 110020 (India)

Toll Free: 0124-4874000 | E-Mail: care@pathkindlabs.com | Website: www.pathkindlabs.com | CIN U74999DL2016PTC306874

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,00,000/- (Rupees One Lakh Only) plus taxes as applicable and reimbursement of travel and out of pocket expenses, as approved by the Board to be paid to M/s M. K. Kulshrestha & Associates, Cost Accountants, for conducting the cost audit for the financial year 2022-23, be and is hereby ratified and confirmed."

4. **APPROVAL FOR AMENDMENT IN PATHKIND - EMPLOYEE STOCK OPTION PLAN - 2021**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines/ circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, which the Board of Directors has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution), for approving the amendment in Pathkind - Employee Stock Option Plan - 2021 ("Plan") and thereby changing the route of the Plan from direct route to trust route, other necessary changes for implementation of the Plan through trust route and increase in number of Employee Stock Options (ESOP Pool) of the Plan, on such other terms and conditions as may be decided in accordance with the applicable laws and regulations prevailing at the relevant time and the other terms and conditions of the Plan shall remain in full force and effective.

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to increase the total number of Employee Stock Options to be granted to the employees under the Plan, from existing 70,000 (Seventy Thousand Only) Options to 3,05,252 (Three Lakh Five Thousand Two Hundred Fifty Two Only) Options exercisable into 3,05,252 (Three Lakh Five Thousand Two Hundred Fifty Two Only) equity shares of face value of ₹10 each, on such terms and conditions

as may be fixed or determined by the Board of Directors in accordance with the provisions of the law or guidelines issued by the relevant authorities;

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 3,05,252 (Three Lakh Five Thousand Two Hundred Fifty Two Only) Equity Shares (after increasing the Employee Stock Option pool) shall be deemed to be increased to the extent of such additional Equity Shares to be issued.

**RESOLVED FURTHER THAT** the Plan shall be implemented through trust route wherein an irrevocable Trust to be established by the Company in the name Pathkind Diagnostics Private Limited Employees Welfare Trust (“Trust”), and the settlor being the Company, shall acquire and hold the Shares via direct allotment from the Company and/ or from secondary acquisition and correspondingly shall transfer those shares to the respective Employees upon exercise of the Options in the manner as stated in the Plan.

**RESOLVED FURTHER THAT** the Plan shall be administered by the Board of Directors who shall have all the necessary powers as defined in the Plan.

**RESOLVED FURTHER THAT** the Equity Shares, to be allotted by the Company under the Plan shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance of the applicable laws, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not

limited to appoint Advisors, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons and/or Committee as may be deemed fit for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

5. **APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER PATHKIND - EMPLOYEE STOCK OPTION PLAN – 2021**

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

**“RESOLVED THAT** pursuant to the provisions of Section 67(3), 62(1)(b) of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), consent(s), permission(s), and/ or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan to Pathkind Diagnostics Private Limited Employees Welfare Trust (“Trust”) being setup by the Company in one or more tranches not exceeding five percent of the aggregate of the Paid – Up Share Capital and Free Reserves for the purpose of subscription and/ or purchase of Equity shares (“Shares”) of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares as may be prescribed under Pathkind – Employee Stock Option Plan - 2021 (“Plan”) or any other equity based incentive Plan, which may be introduced by the Company from time to time (jointly referred to as “Employee Benefit Plan(s)”) with a view to deal in such Equity Shares in line with contemplated objectives of the Employee Benefit Plan(s)

or for any other purpose(s) as permitted under and in due compliance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any loan provided by the Company shall be interest free and shall be repayable by the Trust in such intervals as may be mutually agreed subject to availability of the funds received pursuant to exercise of stock options under the Plan and in accordance with the relevant provisions of the applicable laws.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall be entitled to vote in respect of the Shares held by such Trust in best interest of the Beneficiaries of the Trust.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the Company's policies and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**By order of the Board**  
**For Pathkind Diagnostics Private Limited**  
Sd/-  
**Prabhat Singh**  
**Company Secretary**  
**M. No. F8724**

Date: 27<sup>th</sup> September, 2022

Place: New Delhi

Regd. Off. 208, Okhla Industrial Estate

Phase III, New Delhi 110020, Delhi

**Notes: -**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to special business to be transacted at the Annual General Meeting ("AGM" or "Meeting") is annexed.

2. Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Act is requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend the AGM through VC/OAVM on its behalf and to vote at the Meeting. The said resolution shall be sent to the Company at the email id: shibu.shrestha@pathkindlabs.com
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are requested to notify any change in their address to the Company and always quote their DP ID and Client ID Numbers in all correspondence with the Company. Members are also requested to notify any change of address to their Depository Participants.
7. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, respectively will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM, i.e. 28<sup>th</sup> September, 2022. Members seeking to inspect such documents are requested to send an email to email id: shibu.shrestha@pathkindlabs.com. Inspection shall be provided at a mutually convenient time.
8. The Company’s Registrar and Share Transfer Agents for correspondence is KFIN Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana 500032; Tel No. 040 – 6716 2222, Fax No. 040 – 2300 1153; Email: venu.sp@kfintech.com
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Instructions for joining the AGM and voting through electronic mode are as follows:
  - (a) Members will be able to attend the AGM through VC/OAVM using ZOOM Meetings platform. The web-link to join the AGM is given hereunder.

<https://zoom.us/j/97941435658?pwd=cC9QVdc2eHVxV1FHbmkwL2IEUExNQTO9>

Meeting ID: 979 4143 5658

Passcode: 477158

One tap mobile

+13092053325,,97941435658#,,,,\*477158# US

+13126266799,,97941435658#,,,,\*477158# US (Chicago)

Dial by your location

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 386 347 5053 US

+1 564 217 2000 US

+1 646 558 8656 US (New York)

+1 646 931 3860 US

+1 669 444 9171 US

+1 669 900 9128 US (San Jose)

+1 719 359 4580 US

+1 253 215 8782 US (Tacoma)

+1 301 715 8592 US (Washington DC)

Meeting ID: 979 4143 5658

Passcode: 477158

Find your local number: <https://zoom.us/u/adCGd0z0Yr>

For any assistance technical or otherwise, please contact Mr. Shibu Shrestha, Head, Corporate Affairs, Legal and Admin at his email-id: shibu.shrestha@pathkindlabs.com or at +91-97177 36559.

(b) The facility of joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. Members joining the meeting should follow the instructions as stated below:

- introduce themselves by stating their names;
- state if he/she is an Authorized Representative of a Body Corporate;
- state the DP ID and Client ID and number of shares held.

(c) During the Meeting held through VC/OAVM facility, where a Poll on any item is required, the members shall cast their vote on the resolutions only by sending their emails from their email addresses which are registered with the company. Members are requested to cast their votes electronically by sending their assent/dissent through Email on

shibu.shrestha@pathkindlabs.com as and when a Poll is demanded on the Resolutions set forth in this Notice.

- (d) Those Shareholders whose email IDs are not registered, are requested to register their email ID by intimating the same at the email id: shibu.shrestha@pathkindlabs.com by providing their Name as registered with company, email ID, PAN, DP ID and Client ID and Number of shares held by them.
- (e) Members desirous of obtaining any information concerning items to be transacted during the AGM of the Company are requested to address their communications to the email id: shibu.shrestha@pathkindlabs.com. The same will be suitably replied to by the Company.
- (f) Since this meeting is being convened at shorter notice, the format of shorter notice consent is enclosed herewith.

### EXPLANATORY STATEMENT

(As per Section 102 of the Companies Act, 2013)

#### **ITEM NO. 3**

The members are informed that in accordance with Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor as approved by the Board has to be ratified by the Members of the Company.

The Board of Directors at its meeting held on 22<sup>nd</sup> September, 2022, had approved the re-appointment of M/s M.K. Kulshrestha & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2022-23 at a remuneration of ₹1,00,000/- plus taxes as applicable and reimbursement of travel and out of pocket expenses.

Accordingly, ratification by the Members is sought of the remuneration payable to the Cost Auditor for the financial year 2022-23 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

The Board recommends your approval of this proposal as an ordinary resolution as set out at Item No. 3 of the accompanying notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

#### **ITEM NO. 4**



Equity based remuneration includes alignment of personal goals of the Employees with organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key Employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on 29<sup>th</sup> October, 2021 approved Pathkind – Employee Stock Option Plan - 2021 (“Plan”).

Further, for easing the administration and including an option to channelize the existing shares, the Board of Directors of the Company in their meeting held on 22<sup>nd</sup> September, 2022 have approved amendment in the Plan for changing mode of implementation of the Plan from Direct Route to Trust Route, increase in Employee Stock Options (ESOP Pool) of the Plan and other necessary changes for implementation of the Plan through Trust route.

The amended Pathkind – Employee Stock Option Plan – 2021 is enclosed herewith and is also open for inspection at the Registered Office of the Company upto and including the date of the AGM.

In terms of Section 62(1)(b) and as per the Companies (Share Capital and Debenture) Rules, 2014, and other applicable provisions of the Companies Act, 2013, for approving variations in the Plan, the approval of the existing Members is required. The Ordinary Resolution set out at Item No. 4 is seeking your approval for the amendment in the Plan and issuance of Equity Shares thereunder.

The main features and other details of the Plan as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

1. The total number of stock options to be granted:

The ESOP pool consists of the existing pool of 70,000 (Seventy Thousand Only) Options enhanced by 2,35,252 (Two Lakh Thirty Five Thousand Two Hundred Fifty Two Only) now proposed, thereby taking the total ESOP pool to 3,05,252 (Three Lakh Five Thousand Two Hundred Fifty Two Only) Options. Every 1 (One) Option when exercised would be converted into 1 (One) equity share of face value of Rs.10/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the Employees / Directors or otherwise, would be available for being

re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled Options as per the Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

2. Identification of classes of Employees entitled to participate in the Employees Stock Option Plan:

“Employee” means

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a Director of the Company, whether a whole time Director or not;

but excludes

- (a) an employee who is a Promoter or belongs to the Promoter Group;
- (b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and
- (c) a Director being an Independent Director.

3. The appraisal process for determining the eligibility of employees to the Employees Stock Option Plan:

The Options shall be granted to the employees, based on any one or more of the attributes like designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board at its sole discretion, from time to time.

4. The requirement of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted

would vest (subject to the minimum and maximum vesting period as specified below) which may be different for different Employees or classes thereof.

The vesting period of Options granted shall vest in not earlier than 1 (one) year and not more than 10 (ten) years from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of Options.

5. The maximum period within which the Options shall be vested:

The options granted under the Plan shall be vested within a maximum period of 10 (Ten) years from the date of Grant.

6. The Exercise Price or the formula for arriving at the same;

The exercise price per Option shall be determined by the Board which shall not be less than the face value of the Shares as on date of grant. The specific exercise price may be different for different employees or classes thereof.

7. Exercise period and process of Exercise:

The Vested Options can be exercised by the Option Grantees in connection with or upon happening of a Liquidity Event and within such period as prescribed by the Board of Directors.

The Vested Options can be exercised by the Option Grantees either wholly or partially, through Cash Mechanism by a written application to the Company and the Trust in the prescribed format, as per applicable laws.

Upon valid exercise, the Trust will transfer Shares to the Grantees, equivalent to the number of the Options exercised in accordance with the terms and conditions of the Plan.

8. Lock in period:

The Shares arising out of Exercise of Vested Options would not be subject to any lock-in period after such Exercise except such restrictions as prescribed under the Applicable Laws.

9. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted to any employee in any year and in aggregate under the Plan shall not exceed 10,000 (Ten Thousand) Options.

10. The method which the company shall use to value its options:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the Options granted.

11. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The vested Options shall lapse in case of termination of employment due to misconduct (the term "Misconduct" has been defined in the Plan). Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

12. The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee

In case of resignation/ termination of an employee, all vested Options as on the date of submission of resignation shall be allowed for exercise only in connection with/ upon happening of Liquidity Event or within such period as may be notified by the Board or be settled in cash by the Board at its sole discretion.

In the case of termination of employment (i) due to death of the employee all vested Options may be exercised by the Option grantee's nominees or legal heirs and (ii) due to permanent incapacity, all vested Options may be exercised by the Option grantee only in connection with/ upon happening of Liquidity Event or within such period as may be notified by the Board or be settled in cash by the Board at its sole discretion.

13. Statement to the effect that the company shall comply with the applicable accounting standards.

The Company shall comply with the disclosure and accounting policies / standards, as applicable from time to time.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested,

financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Plan.

The Board of Directors of the Company recommends the Resolutions to be passed as Ordinary Resolutions as set out at Item No. 4 for approval of the Members.

**ITEM NO. 5**

In order to execute Pathkind - Employee Stock Option Plan - 2021 through Trust Route, the company needs to make provision of funds to the Trust so as to enable it to purchase the Shares of the Company.

In terms of the provisions of Section 67 of the Companies Act, 2013, read with Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, the Company will provide provision of money to the Trust in accordance with the Plan, subject to the approval of the shareholders through special resolution, for the purchase of, or subscription for, fully paid-up shares in the Company, if the purchase of, or the subscription for, the equity shares held by trustees for the benefit of the employees.

The disclosures as per Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, are as under:

<p><b>The class of Employees for whose benefit the Plan is being implemented and money is being provided for purchase of or subscription to Shares.</b></p>	<ul style="list-style-type: none"> <li>i. a permanent employee of the Company working in India or out of India; or</li> <li>ii. a Director of the Company, whether a whole time Director or not;</li> </ul> <p>but excludes:</p> <ul style="list-style-type: none"> <li>a. an employee who is a Promoter or belongs to the Promoter Group;</li> <li>b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and</li> <li>c. a Director being an Independent Director.</li> </ul>
<p><b>The particulars of the Trustee or Employees in</b></p>	<p><b>Name of the Trust:</b> Pathkind Diagnostics Private Limited Employees Welfare Trust.</p>

whose favor such Shares are to be registered.	<b>Name of the Trustees:</b> 1) Mr. Jatin Lamba 2) Mr. Pashupati Nath
Particulars of Trust.	<b>Name of the Trust:</b> Pathkind Diagnostics Private Limited Employees Welfare Trust  <b>Address of the Trust:</b> 208, Okhla Industrial Estate, Phase III, New Delhi 110020
Name, Address, Occupation and Nationality of Trustees.	As per the Trust Deed
Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.	None
Any interest of Key Managerial Personnel, Directors or Promoters in such Plan or Trust and effect thereof.	Promoters are not eligible to participate in the Plan and do not have any interest in the Plan or in the Trust. The Key Managerial Personnel and Non-promoter Directors may be covered under the Plan in accordance with the Companies Act, 2013 and therefore, may be considered to be interested in the Plan or the Trust to the extent of options which may be granted to them under the Plan.
The detailed particulars of benefits which will accrue to the Employees from the implementation of the Plan	The Grant of 1 (one) option shall entitle the holder of option to apply for 1 (one) equity share at the time of exercise. Upon receipt of valid exercise application, the trust shall transfer the shares to the grantee against the number of options exercised.
The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Plan would be exercised	The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees. However, the Trustees of the Trust shall be entitled to vote in respect of the Shares held by such Trust in best interest of the Beneficiaries of the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of

	the Company and shall exercise the right to vote in respect of such shares.
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In terms of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Pathkind - Employee Stock Option Plan – 2021.

Therefore, your Directors recommends the Resolutions as set out at item no. 5 for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the said Plan.

By order of the Board of Directors  
For **PATHKIND DIAGNOSTICS PRIVATE LIMITED**

Sd/-  
Prabhat Singh  
Company Secretary  
M. No. F8724

Date: 27<sup>th</sup> September, 2022  
Place: New Delhi  
Regd. Off. 208, Okhla Industrial Estate  
Phase III, New Delhi 110020, Delhi

**Consent of Shareholders for shorter notice**  
**[pursuant to Section 101 (1) of the Companies Act, 2013]**

To,

The Board of Directors  
Pathkind Diagnostics Private Limited  
208, Okhla Industrial Estate, Phase III  
New Delhi 110020

Dear Sirs,

I, \_\_\_\_\_, S/o \_\_\_\_\_, R/o \_\_\_\_\_ hold \_\_\_\_\_  
Equity shares/Compulsorily Convertible Preference Shares of ₹10/- each in the Company. I hereby give  
consent pursuant to the provisions of Section 101 (1) of the Companies Act, 2013 to hold the sixth Annual  
General Meeting of the Company at a shorter notice on 28<sup>th</sup> September, 2022.

Name:  
Member  
DP ID:  
Client ID:

Date: