

GD Research Center Private Limited

(Corporate Identity Number: U74130TG2006PTC050526)

Regd. Office: 3rd Floor, Jyothi Pinnacle Building, Survey No.11, Kondapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, Telangana- 500081, India.

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of M/s. **GD Research Center Private Limited** will be held on Friday, the 31st May, 2024 at ~~04:30~~ P.M (IST) at the registered office of the Company at 03rd Floor, Jyothi Pinnacle Building, Survey No.11, Kondapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, Telangana- 500081, India to transact the following special business.

1. To Consider and approve to sell/ transfer of Business of the Company

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Consent of the members of the Company be and is hereby accorded to sell/transfer the Healthcare Business operations of the Company comprising the provision of business intelligence services, consultancy, data processing and events services relating to the healthcare, medical and pharmaceutical industries as carried on by the company for an aggregate consideration of Approx. INR 177,00,00,000 (being an amount in INR equivalent to GBP 16,700,000 on the date of completion of such transaction) on terms and conditions as described in the draft business transfer Agreement and to enter into the business transfer Agreement with Ms. Vatrix Healthcare Data India Pvt Ltd as placed and initialled by the Chairman of the meeting for the purpose of identification

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

2. To consider and approve the related Party Transactions

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

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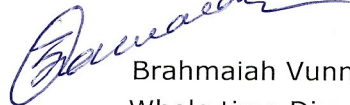
"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members of the Company be and is hereby accorded to enter transactions or arrangements between Company and Ms. Vatrix Healthcare Data India Pvt Ltd for an aggregate limit of INR 500 lakhs on such terms and conditions as board may deems wise.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

Place : Hyderabad

Date : 31.05.2024

By order of the Board
FOR GD Research Center Private Limited


Brahmaiah Vunnam
Whole time Director
DIN: 05352739



NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy (whether member or not) to attend and vote instead of him or her. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Completion and return of the form of proxy will not prevent a member from attending the meeting and voting in person if he or she so wishes.**
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
3. Members / Proxies should bring the attendance slips filled in for attending the meeting.



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

Item No. 1

It is proposed to sell the '**Healthcare Business**', i. e., the business of providing business intelligence services, consultancy services and events services relating to the healthcare, medical and pharmaceutical industries along with its claims and contracts, to Ms. **Vatrix Healthcare Data India Pvt Ltd** as a going concern and identified Healthcare Assets, on a slump sale basis for a lump sum consideration of Approx. INR 177,00,00,000 (being an amount in INR equivalent to GBP 16,700,000 on the date of completion of such transaction) on terms and conditions as mentioned in the draft Business Transfer Agreement in order to strategic re-organisation of the business so that to reduce the risk in the business of the company.

Based on disclosures of the directors, the Company, Ms. *Vatrix Healthcare Data India Pvt Ltd* considered as related party in terms of Section 2(76) of The Companies Act, 2013

The aforesaid transaction, being the related party transaction, the details as required in terms of section 188 of the Companies Act, 2013 read with rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is given below:

S.No.	Particulars	Details
1	Name of the related party	Ms. <i>Vatrix Healthcare Data India Pvt Ltd</i>
2	name of the director or key managerial personnel who is related, if any;	Mr. Michael Thomas Danson Mr. Graham Lilley
3	nature of relationship;	By virtue of directorship / Beneficial ownership
4	nature, material terms, monetary value and particulars of the contract or arrangements;	The consideration is based on healthcare business valuation and value of contract is Approx. INR 177,00,00,000 (being an amount in INR equivalent to GBP 16,700,000 on the date of completion of such transaction)
5	any other information relevant or important for the members to take a decision on the proposed resolution.	NIL



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Since, the proposed transaction is more than 10% of the net worth of the Company, the prior approval of the company by way of an ordinary resolution is required to enter into the aforesaid transaction with Ms. Vatrix Healthcare Data India Pvt Ltd in terms of section 188 of the Companies Act ,2013 read with rule 15 (3) of the Companies of the the Companies (Meetings of Board and its Powers) Rules, 2014

The board, therefore, commends the resolution set forth in item No.1 for approval of members as an Ordinary resolution.

Except as stated above, none of the other Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

Item No.2:

The Company proposes to enter certain transactions or arrangements with Ms. Vatrix Healthcare Data India Pvt Ltd for aggregate limit of INR 500 lakhs to meet the day to day business expenditure of Ms. Vatrix Healthcare Data India Pvt Ltd on terms and conditions as decide by the board from to time.

Based on disclosures of the directors, the Company, Ms. *Vatrix Healthcare Data India Pvt Ltd* considered as related party in terms of Section 2(76) of The Companies Act, 2013

The aforesaid transactions or arrangements , being the related party transaction, the details as required in terms of section 188 of the Companies Act , 2013 read with rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is given below :

Sl.No.	Particulars	Details
1	name of the related party	Ms. <i>Vatrix Healthcare Data India Pvt Ltd</i>
2	name of the director or key managerial personnel who is related, if any;	Mr. Michael Thomas Danson Mr. Graham Lilley
3	nature of relationship;	By virtue of directorship / Beneficial ownership
4	nature, material terms, monetary value and particulars of the contract or arrangements;	Transaction take place as and when required On reimbursement basis

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		considered at arm length price.
5	any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

Since, the proposed transactions or arrangements (including the business transfer) is more than 10% of the total turnover or net worth of the Company, the prior approval of the company by way of an ordinary resolution is required to enter into the aforesaid transaction with Ms. Vatrix Healthcare Data India Pvt Ltd in terms of section 188 of the Companies Act ,2013 read with rule 15 (3) of the Companies of the the Companies (Meetings of Board and its Powers) Rules, 2014

The board, therefore, commends the resolution set forth in item No.1 for approval of members as an Ordinary resolution.

Except as stated above, none of the other Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

Place : Hyderabad
Date : 31.05.2024

By order of the Board
FOR GD Research Center Private Limited




Brahmaiah Vunnam
Whole time Director
DIN: 05352739

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