

NOTICE CALLING THE TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of Star Health & Allied Insurance Company Limited will be held on Wednesday, the 26th July 2017 at 3.00 P.M at the Registered Office of the Company at No.1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai 600 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2017 and the Audited Revenue Account and Profit and Loss Account on that date together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in the place of Ms. Justice (Retd) KBK Vasuki, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Joint Statutory Auditors by passing the following resolution with or without modifications as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act 2013, M/s. Rajagopal and Badrinarayanan & Co, Chartered Accountants and N.C. Rajagopal & Co., Chartered Accountants are hereby re-appointed as the Joint Statutory Auditors of the Company. The Joint Statutory Auditors would hold office from the conclusion of the Twelfth Annual General Meeting till the conclusion of the next Annual General Meeting on such terms and conditions, as may be mutually decided between the Board of Directors and the Joint Statutory Auditors".

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

"RESOLVED that pursuant to the provision of Sections 196, 197 & 198 of the Companies Act, 2013 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and the Articles of Association of the Company and subject to the approval of Insurance Regulatory and Development Authority of India (IRDAI), consent be and is hereby accorded for the re-appointment of Mr. V. Jagannathan, as the Chairman cum Managing Director of the Company for a further period of two years with effect from 17th June 2018 as per the existing terms subject to review by the Board from time to time."

5. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

"RESOLVED that pursuant to the provisions of Sections 149(9), 197(7) and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034.

Phone : 044 - 28288800 Telefax : 044 - 28260062

CIN : U66010TN2005PLC056649 Email: info@starhealth.in Website: www.starhealth.in IRDAI Regn. No: 129

statutory modification(s) or re-enactment thereof for the time being in force), and as per IRDAI Guidelines on remuneration to non executive directors in the form of profit related commission not exceeding` Rs.10,00,000/- p.a. be paid to each of the three Independent Directors, till further consideration by the members from time to time provided however that the aggregate commission paid to all Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholetime Directors shall not exceed one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 for the financial year.”

“RESOLVED FURTHER that the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.”

6. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time and as per the IRDAI guidelines on Remuneration to Non executive Director, consent be and is hereby given to pay remuneration in the form of profit related commission of Rs.10,00,000/- p.a. to Mr.V.P.Nagarajan, Non- Executive Director of the Company, and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholetime Directors shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.”

“ **RESOLVED FURTHER THAT** the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.”

7. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, and as per the IRDAI guidelines on Remuneration to Non executive Director consent be and is hereby given to pay remuneration in the form of profit related commission of Rs.4,00,000/- p.a. to Ms.Justice (Retd) K B K Vasuki, Non- Executive Director of the Company, till consideration by the Members from time to time such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholetime Directors shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.”

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034.

Phone : 044 - 28288800 Telefax : 044 -28260062

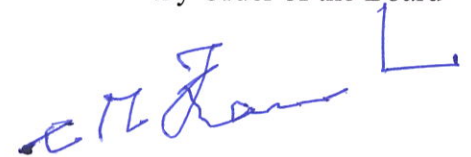
CIN : U66010TN2005PLC056649 Email:info@starhealth.in Website: www.starhealth.in IRDAI Regn. No: 129

8. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT the profit sharing agreement dated 25-05-2017 entered into between the share holders of the Company for passing on the economic benefit as explained in the said agreement arising out of the transfer of more than 51% of the equity shares in a strategic sale or on listing of the Shares after an IPO at price of not less than Rs.75/- per share, to Mr.V Jagannathan, CMD and other senior employees of the Company for their contribution to the growth of the Company over several years as per the terms of the agreement placed before the Members be and is hereby approved”

By Order of the Board

PLACE: Chennai
DATE: 25.05.2017



C M Kannan Unni
Company Secretary
PAN:AAF PK5575K

Membership No. A3861

Address: Plot No.535, 20th Street,
4th Sector, K K Nagar Chennai 600078.

NOTES:

01. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself. Such proxy need not be a Member of the Company.
02. The Instruments appointing proxy should reach the Registered Office of the Company at least 48 hours before the time fixed for the commencement of the Meeting.
03. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
04. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the Annual General Meeting.
05. Members are requested to notify change in address, if any, immediately to the Company.
06. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.
07. Route map for the venue and prominent landmark is annexed herewith for easy location

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034.

Phone : 044 - 28288800 Telefax : 044 - 28260062

CIN : U66010TN2005PLC056649 Email: info@starhealth.in Website: www.starhealth.in IRDAI Regn. No: 129

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

ITEM NO.4

The Members of the Company are informed that the term of Mr.V. Jagannathan as Chairman cum Managing Director is expiring on 16th June 2018. The Board at its Meeting held on 25.05.2017, considered and approved the reappointment of Mr. V. Jagannathan as Chairman cum Managing Director for a further period of two years with effect from 17th June 2018.

Mr. V. Jagannathan Chairman cum Managing Director is aged 72 years and his services as CMD of this Company at this crucial juncture is required for another two years since the Company is turning around and entering a phase of growth with profit.

In view of this the Members may consider the re-appointment of Mr. V.Jagannathan, as Chairman cum Managing Director of the Company for a further period of Two years effective from 17th June 2018 as per the existing terms subject to review by the Board and also subject to the approval of the IRDAI.

DETAILS REQUIRED AS PER Secretarial Standard (SS2)

The Following are the details of **Mr.V.Jagannathan**, CMD.

Age: 72 Qualification details: MA Experience : 41 Years of Non Life Insurance

Terms & conditions:

Remuneration last drawn – Rs.4 Crore Date of first appointment - 17-05-2005

Shareholding details: 2.77% Relationship with other Directors/KMP : Nil

Details of other Directorship, membership/ Chairmanship of other Boards: Nil

No of Board Meeting attended during the year: 5

Other than Mr.V.Jagannathan, Chairman cum Managing Director, no other Director, Manager and Key Managerial Person are interested in respect of the aforesaid resolution.

ITEM NO.5

The Board at its Meeting held on 25.05.2007, recommended to the Members payment of profit related commission to Independent Directors of the Company of an amount not exceeding Rs.10,00,000/- per Director for the financial year 2016-17 and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholetime Directors shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.

This shall be in addition to Sitting Fees payable for attending the Board Meetings.

Accordingly, Members are requested to approve the payment of profit related Commission as set out in the Resolution at Item No. 4 of the Notice.

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034.

Phone : 044 - 28288800 Telefax : 044 -28260062

CIN : U66010TN2005PLC056649 Email:info@starhealth.in Website: www.starhealth.in IRDAI Regn. No: 129

DETAILS REQUIRED AS PER Secretarial Standard (SS2)

NAME OF THE DIRECTOR	Mr.D R Kaarthikeyan	Dr.M Y Khan	Mr.D C Gupta
Age & Qualification	77 & IPS	72 & Doctorate	72 & IAS
Experience	50Years	50Years	50Years
Remuneration last drawn	Nil	Nil	Nil
Date of first appointment	01-04-2014	01-04-2014	01-04-2014
Shareholding details	Nil	Nil	Nil
Relationship with other Directors/KMP	Nil	Nil	Nil
Details of other Directorship,membership/ Chairmanship of other Boards	10	5	Nil
No of Board Meeting attended during the year	5	4	5

Except the Independent Directors to the extent of payment of profit related commission, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO.6

The Board at its Meeting held on 25.05.2007, recommended to the Members payment of remuneration by way of profit related commission to Mr.V.P Nagarajan, Non Executive Director of the Company of an amount Rs.10,00,000/- per Director and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholtime Directors shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.

This shall be in addition to Sitting Fees payable for attending the Board Meetings.

Accordingly, Members are requested to approve the payment of profit related Commission as set out in the Resolution at Item No. 6 of the Notice.

DETAILS REQUIRED AS PER Secretarial Standard (SS2)

The Following are the details of **Mr.V.P Nagarajan**

Age: 57 Qualification details: **B. Com, ACA,ACS,AICWA** Experience : 33 Years in Finance
Terms & conditions:

Remuneration last drawn – Nil

Date of first appointment - 17-05-2005

Shareholding details: 0.52%

Relationship with other Directors/KMP : Nil

Details of other Directorship,membership/ Chairmanship of other Boards: Nil

No of Board Meeting attended during the year: 5

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034.

Phone : 044 - 28288800 Telefax : 044 -28260062

CIN : U66010TN2005PLC056649 Email:info@starhealth.in Website: www.starhealth.in IRDAI Regn. No: 129

Except Mr.V P Nagarajan to the extent of payment of such Remuneration, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO.7

The Members of the Company are informed that the Board at its Meeting held on 25.05.2017 recommended to the General Meeting for the payment of remuneration by way of profit related commission of Rs.4,00,000/-p.a. to Ms.Justice (Retd) K B K Vasuki, Non-Executive Director of the Company for her valuable contribution to the Company and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholtime Directors shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

DETAILS REQUIRED AS PER Secretarial Standard (SS2)

The Following are the details of Ms.Justice (Retd) K B K Vasuki.

Age:61 Qualification details: **B Sc., BL** Experience : Retired High Court Judge

Terms & conditions:

Remuneration last drawn – Nil

Date of first appointment - 26-02-2016

Shareholding details: Nil

Relationship with other Directors/KMP : Nil

Details of other Directorship,membership/ Chairmanship of other Boards: Nil

No of Board Meeting attended during the year: 5

Except Ms.Justice (Retd) K B K Vasuki to the extent of payment such Remuneration, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO.8

The Members of the Company are informed that the Board at its Meeting held on 25-05-2017 approved profit sharing agreement of the share holders of the company. for passing on the economic benefit as explained in the said agreement arising out of the transfer of more than 51% of the equity shares in a strategic sale or on listing of the Shares after an IPO at price of not less than Rs.75/- per share, to Mr.V Jagannathan, CMD and other senior employees of the Company for their contribution to the growth of the Company over several years as per the terms of the agreement.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

Other than Mr.V.Jagannathan, Chairman cum Managing Director, and Key Managerial Personnel, no other Director, Manager are interested in respect of the aforesaid resolution.

By Order of the Board



PLACE: Chennai
DATE: 25.05.2017

C M Kannan Unni
Company Secretary
PAN:AAFPK5575K

Membership No. A3861
Address: Plot No.535, 20th Street,
4th Sector, K K Nagar Chennai 600078.