

## **NOTICE CALLING THE THIRTEENTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of Star Health & Allied Insurance Company Limited will be held on Thursday, the 06<sup>th</sup> September 2018 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 31<sup>st</sup> March 2018 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 Mr. V P Nagarajan, who retires by rotation and being eligible, offers himself 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 Thirteenth 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 provisions of Sections 149(9), 197(7) and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per IRDAI Guidelines on remuneration to non executive directors consent be and is hereby given for the payment of Rs. 10,00,000/- in the form of profit related commission 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 the 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.”

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

**“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.”

5. 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 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.”

**“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.”

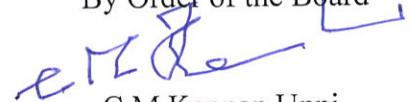
6. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

**“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 Ms Justice (Retd.) K B K Vasuki, Non- Executive Director of 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.”

**“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.”

PLACE: Chennai  
DATE: 09.05.2018

By Order of the Board



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

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## 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

## EXPLANATORY STATEMENT

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

### ITEM NO.4

The Board at its Meeting held on 09.05.2018, recommended to the Members payment of profit related commission to Independent Directors of the Company for an amount not exceeding Rs.10,00,000/- per Director for the financial year 2017-18 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. 4 of the Notice.

### 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                                                     | 78 & IPS            | 73 & Doctorate | 73 & IAS       |
| Experience                                                              | 51 Years            | 51 Years       | 51 Years       |
| Remuneration last drawn                                                 | Rs.10,00,000/-      | Rs.10,00,000/- | Rs.10,00,000/- |
| 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                            | 4                   | 4              | 4              |

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.5

The Board at its Meeting held on 09.05.2018, recommended to the Members payment of remuneration by way of profit related commission to Mr. V P Nagarajan, Non-Executive Directors of the Company for an amount Rs.10,00,000/- and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors

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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. 5 of the Notice.

## DETAILS REQUIRED AS PER Secretarial Standard (SS2)

| NAME OF THE DIRECTOR                                                   | Mr.V.P Nagarajan           |
|------------------------------------------------------------------------|----------------------------|
| Age & Qualification                                                    | 58 & B. Com, ACA,ACS,AICWA |
| Experience                                                             | 35 Years                   |
| Remuneration last drawn                                                | Rs.10,00,000/-             |
| Date of first appointment                                              | 17-05-2006                 |
| 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                           | 4                          |

Except Mr. V P Nagarajan 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 09.05.2018, recommended to the Members payment of remuneration by way of profit related commission to Ms. Justice(Retd) K B K Vasuki, Non-Executive Directors of the Company for an amount Rs.10,00,000/- 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. 6 of the Notice.

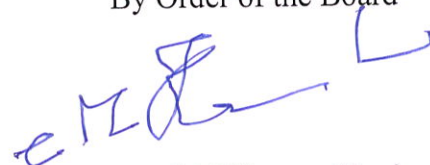
## DETAILS REQUIRED AS PER Secretarial Standard (SS2)

| NAME OF THE DIRECTOR                                                       | Ms.Justice (Retd) K B K Vasuki      |
|----------------------------------------------------------------------------|-------------------------------------|
| Age & Qualification                                                        | 62 & B Sc., BL                      |
| Experience                                                                 | 39 Years - Retired High Court Judge |
| Remuneration last drawn                                                    | Rs.4,00,000/-                       |
| Date of first appointment                                                  | 26-02-2016                          |
| Shareholding details                                                       | Nil                                 |
| Relationship with other Directors/KMP                                      | Nil                                 |
| Details of other Directorship, membership/<br>Chairmanship of other Boards | Nil                                 |
| No of Board Meeting attended during the year                               | 4                                   |

Except Ms. Justice(Retd) K B K Vasuki 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.

PLACE: Chennai  
DATE: 09.05.2018

By Order of the Board



C M Kannan Unni  
Company Secretary  
PAN:AAF PK5575K  
Membership No. A3861  
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