

NOTICE TO THE SHARE HOLDERS

Notice is hereby given that the Extra - Ordinary General Meeting of the Members of the Company will be held at shorter notice on Monday, the 22nd day of August, 2016 at 4.00 P.M. at the Registered Office of the Company at 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai – 600 034 to transact the following business:

SPECIAL BUSINESS:

1. To Consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the Section 42 and 62 of the Companies Act 2013 and other rules and provisions of the Act, the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to the approval of IRDAI and as per the provisions of applicable laws for time being in force, and pursuant to and in accordance with the terms and conditions of the share subscription agreement (the **SSA**) executed by and between the Company, India Advantage Fund S4 I and Apis Growth 6 Ltd (**Investors**) and the Promoters (as defined therein); approval of the Members be and is hereby accorded to issue and allot on the Subscription Completion Date (as defined in the SHA), 2,36,37,200 (Two Crores and Thirty Six Lakhs Thirty Seven Thousand and Two Hundred) equity shares (Shares) of Rs.10/- each at a premium of Rs.37/- per equity share of the Company to Bodies Corporate/Funds and 6,13,147 (Six Lakhs Thirteen Thousand One Hundred and Forty Seven) equity shares of Rs.10/- each at a premium of Rs.37/- per equity share to the Individuals in the following manner.

- (a) from Bodies Corporate/Funds on payment of an aggregate consideration of Rs. 111,09,48,400/- as per the aforesaid agreements are detailed hereunder.

Name of the Investor	Number of Shares	Price in Rs. per share	Amount of Investment in Rs.
M/s. India Advantage Fund S4 I	21,276,595	47.00	99,99,99,965.00
M/s. Apis Growth 6 Ltd	2,360,605	47.00	11,09,48,435.00
Total	23,637,200		111,09,48,400.00

- (b) from Individuals Investors on payment of an aggregate consideration of Rs. 2,88,17,909/- as detailed hereunder.

Name of the Investor	Number of Shares	Price in Rs. per share	Amount of Investment in Rs.
Mr. Rajeev Gupta	294000	47.00	13818000.00
Mrs. Sunatha Jagannathan	212765	47.00	9999955.00
Mrs. Vasantha Jagannathan	106382	47.00	4999954.00
Total	613147		28817909.00

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 Directors of the Company be and are hereby authorized to issue the private placement offer letters in the format as set out in Form No. PAS-4 to the Companies (Prospectus and Allotment of Securities) Rules, 2014 together with an application form (as per draft placed before this meeting and initialed by the Chairman for identification) to the Investor inviting it to subscribe to the issue.”

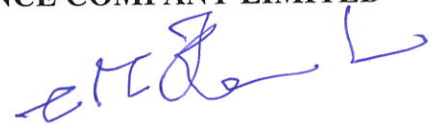
“RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, the Board of the Company, be and is hereby authorized, to do by itself or any other person as appointed by the Board in this regard, be and is/are hereby authorized to do all acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as such persons may consider necessary, expedient or desirable in order to give effect to the above resolutions in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection including without limitation, finalizing, executing and issuing the private placement offer letter to Investor for the purposes of issuance of the Shares, in compliance of the provisions of the Act.”

“RESOLVED FURTHER THAT the equity shares allotted pursuant to the aforesaid resolution shall in all respect rank paripassu with the existing equity shares of the Company save and except the entitlement to dividend which will commence only from the date of allotment of such equity shares and pro-rata for the Financial Year for which the dividend is declared.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

By Order of the Board

For **STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED**



Company Secretary

C M Kannan Unni

PAN NO:AAFPPK5575K

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

Place : Chennai
Date : 10.08.2016

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NOTES/STATEMENT:

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

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ANNEXURE TO NOTICE

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

Item No. 1

The proposed Special Resolution set out at Item No. 1 is an enabling Resolution authorizing the Board of Directors to maintain the Solvency Margin commensurate with business growth of the Company as required by the Insurance Regulatory and Development Authority of India (the **IRDAI**), by issue of 2,42,50,347 (Two Crores and Forty Two Lakhs Fifty Thousand Three Hundred and Forty Seven) equity shares (**Shares**) of Rs.10/- each at a premium of Rs.37/- per equity share of the Company on payment of an aggregate consideration of Rs. 113,97,66,309 (One Hundred and Thirteen Crores Ninety Seven Lakhs Sixty Six Thousand Three Hundred and Nine Only).

The terms and conditions of the said issue of the Shares shall however be subject to applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and the Transaction Documents.

The consent of the Members is sought to authorize the Board to issue the Shares as aforesaid.

Except Mr.V Jagannathan,CMD, none of the Directors, Managers, and other key managerial personnel, and their relatives are concerned or interested in this resolution of the Company.

The additional disclosures related to further issue of shares on preferential basis are as follows

Sr. No	Particulars	Disclosure of information.
(a)	the objects of the issue	Funding the solvency requirements of the Company as required by the IRDAI.
(b)	the total number of shares or other securities to be issued	2,42,50,347 (Two Crores and Forty Two Lakhs Fifty Thousand Three Hundred and Forty Seven) equity shares of Rs. 10/- each
(c)	the price at/ which the allotment is proposed	Rs. 47/- per equity share.
(d)	basis on which the price has been arrived at along with report of the registered valuer	The price of the said shares has been arrived at on the basis of a valuation report dated 12-07-2016.
(e)	relevant date with reference to which the price has been arrived at	12-07-2016
(f)	the class or classes of persons to whom the allotment is proposed to be made	The Investors / Individuals
(g)	intention of promoters, directors or key managerial personnel to subscribe to the offer	No
(h)	the proposed time within which the allotment shall be completed	Within 180 days from the date of the resolution passed by the shareholders of the Company in respect of approving the issue.

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(i)	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As per Annexure A.
(j)	the change in control, if any, in the company that would occur consequent to the preferential offer	No.
(k)	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	N.A
(l)	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.

The pre issue and post issue shareholding pattern for Equity capital of the Company:

Sl.No	Category and shareholders	Pre-Issue Pattern	Shareholding	Post-Issuance Shareholding Pattern	
		No. of equity shares	Percentage shareholding	No. of equity shares	Percentage shareholding
(A)	Indian Holdings				
	Individuals:				
	Mr.Mohamed Hassan	8,300	0.002%	8,300	0.002%
	Mr.Abdul Qadir A Rahman Buhari.	8,820	0.002%	8,820	0.002%
	Mr.V.Jagannathan	11,232,979	2.613%	11,232,979	2.473%
	Mrs.Vasanthi Jagannathan	1,152,993	0.268%	1,259,375	0.277%
	Dr.Sai Sathish	975,609	0.227%	975,609	0.215%
	Mr.Ahamed Shakir	100	0.000%	100	0.000%
	Mr.K.S.M Musaddique	100	0.000%	100	0.000%
	Mr.Habeeb Zarook	100	0.000%	100	0.000%
	Mr. Thaika Omer Shaikh	100	0.000%	100	0.000%
	Mr Avinash Chukkapalli	954,545	0.222%	954,545	0.210%
	Mrs C Madhumati	445,454	0.104%	445,454	0.098%
	Ms.Y L Priyanka	115,151	0.027%	115,151	0.025%
	Dr.S Prakash	454,545	0.106%	454,545	0.100%
	Mr.C M Kannan Unni	15,151	0.004%	15,151	0.003%
	Mr S Ramaswamy	15,151	0.004%	15,151	0.003%
	Mr S Sunderasan	15,151	0.004%	15,151	0.003%
	Mr V Jayaprakash	15,151	0.004%	15,151	0.003%
	Mr A G Gajapathy	15,151	0.004%	15,151	0.003%
	Mr Anand Shankar Roy	15,151	0.004%	15,151	0.003%

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Health
Insurance

Star Health and Allied Insurance Co. Ltd.

The Health Insurance Specialist

Mr K C Kumar	15,151	0.004%	15,151	0.003%
Mr K Harikrishnan	15,151	0.004%	15,151	0.003%
Mr. A M Mallesh	10,000	0.002%	10,000	0.002%
Mrs.Fathima Hassan	75,757	0.018%	75,757	0.017%
Mrs.Thassim Nazeeha	75,757	0.018%	75,757	0.017%
Mr.Rajeev Gupta	1,708,000	0.397%	2,002,000	0.441%
Individuals - NRI on Non Repatriable basis				
Mr.Syed M.Salahuddin	8,300	0.002%	8,300	0.002%
Mr.V.P.Nagarajan	1,744,242	0.406%	1,744,242	0.384%
Mrs. S M Najeema Ahamed	3,518,106	0.818%	3,518,106	0.775%
Mr.Arif Buhari Rahman	8,300	0.002%	8,300	0.002%
Mr.Ahmed Syed Salahuddin	8,300	0.002%	8,300	0.002%
Mr.Hameed Syed Salahuddin	8,300	0.002%	8,300	0.002%
Bodies Corporate:				
(i) Star Health Investments (P) Ltd	170,924,907	39.757%	170,924,907	37.634%
(ii) M/s.IDBI Trusteeship Services Limited (India Advantage Fund S3 I)	68,544,102	15.943%	68,544,102	15.092%
(iii) Tata Trustee Company Limited (Tata Capital Growth Fund I)	24,045,296	5.593%	24,045,296	5.294%
(iv) A R Foundation Pvt Ltd	1,554,642	0.362%	1,554,642	0.342%
Sub Total (a)	287,704,013	66.919%	288,104,395	63.434%
B. Foreign Holdings				
Individuals:				
Mr.Syed M.Salahuddin	13,563,624	3.155%	13,563,624	2.986%
Mr.Essa Abdullah Al Ghurair	14,477,223	3.367%	14,477,223	3.188%
Mr.V.P.Nagarajan	620,000	0.144%	620,000	0.137%
Mrs.Sunantha Jagannathan			212,765	0.047%
Bodies Corporate				
(i) Oman Insurance Company PSC	22,536,655	5.242%	22,536,655	4.962%
(ii) Alpha TC Holdings Pte Ltd	42,029,988	9.776%	42,029,988	9.254%
(iii) Alpha FDI Holding Pte Ltd	6,060,606	1.410%	6,060,606	1.334%
(iv) Apis Growth 6 Limited	*42,936,170	9.987%	45,296,775	9.973%
(v) India Advantage Fund S4 I			21,276,595	4.685%
Sub Total (b)	142,224,266	33.081%	166,074,231	36.566%
Grand Total (a) + (b)	429,928,279	100.000%	454,178,626	100.000%

(* Shares issued to Apis Growth 6 Ltd, but yet to be allotted)

By Order of the Board
For **STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED**

Company Secretary

C M Kannan Unni

PAN :A A F P K 5575

Address: Plot No.535, 20th Street,

4th Sector, K. K. Nagar, Chennai - 600078.

Dated: 10 August, 2016

Place: Chennai 34.

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ANNEXURE A

List of proposed allottees and the percentage of post preferential offer capital

Name of the Investor	Number of Shares	Price in Rs. per share	Amount of Investment in Rs.
M/s. India Advantage Fund S4 I	21276595	47.00	999999965.00
M/s.Apis Growth 6 Ltd	2360605	47.00	110948435.00
Mr.Rajeev Gupta	294000	47.00	13818000.00
Mrs.Sunatha Jagannathan	212765	47.00	9999955.00
Mrs.Vasanthi Jagannathan	106382	47.00	4999954.00
Total	24250347		1139766309.00

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