

NOTICE CALLING FOR EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (3/2019) of the Members of Star Health and Allied Insurance Company Limited (**the Company**) will be held at Shorter Notice on Wednesday the 06th day of November 2019 at the Registered Office of the Company situated at No. 1 New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai – 600 034 at 11:00 A.M to transact the following special business:

SPECIAL BUSINESS

1. APPOINTMENT OF Mr. BERJIS DESAI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 150, 152 read with schedule IV and Section 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the Regulations and guidelines of the Insurance Regulatory and Development Authority of India (IRDAI) Mr. Berjis Desai holding DIN No.00153675 be and is hereby appointed an Independent Director on the Board of the Company for a term of five consecutive years from the date of this Extra Ordinary general meeting.”

“RESOLVED FURTHER THAT the approval be and is hereby accorded to any one director/Company Secretary of the Company, severally, to carry out all actions and do such acts, deeds, matters and things as deemed necessary to give effect to the aforesaid resolution.”

2. APPOINTMENT OF MS. ANISHA MOTWANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

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 THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the Regulations and guidelines of the Insurance Regulatory and Development Authority of India (IRDAI) Ms. Anisha Motwani holding DIN No.06943493 be and is hereby appointed as an Independent Director on the Board of the Company for a term of five consecutive years from the date of this Extra Ordinary general meeting.”

“RESOLVED FURTHER THAT the approval be and is hereby accorded to any one director/Company Secretary of the Company, severally, to carry out all actions and do such acts, deeds, matters and things as deemed necessary to give effect to the aforesaid resolution.”

3. APPOINTMENT OF MR. ROHIT BHASIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 150, 152 read with schedule IV and Section 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the Regulations and guidelines of the Insurance Regulatory and Development Authority of India (IRDAI) Mr. Rohit Bhasin holding DIN No.02478962 be and is hereby appointed as an Independent Director on the Board of the Company for a term of five consecutive years from the date of this Extra Ordinary general meeting.”



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“RESOLVED FURTHER THAT the approval be and is hereby accorded to any one director/Company Secretary of the Company, severally, to carry out all actions and do such acts, deeds, matters and things as deemed necessary to give effect to the aforesaid resolution.”

4. APPOINTMENT OF MR. SURYA CHADHA AS A NOMINEE DIRECTOR OF MIO IV STAR

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 149,152, and other applicable provisions of the Companies Act 2013 and the applicable rules made thereunder (including any statutory modification(s) or re- enactment for the time being in force), Mr. Surya Chadha holding DIN No.02173765, be and is hereby appointed as Director of the Company representing MIO IV Star in Non-Executive category, who is not liable to retire by rotation.”;

“RESOLVED FURTHER THAT the approval be and is hereby accorded to any one director/Company Secretary of the Company, severally, to carry out all actions and do such acts, deeds, matters and things as deemed necessary to give effect to the aforesaid resolution.”

By Order of the Board



Jayashree Sethuraman

Company Secretary

PAN: DLIPS3826Q

Membership No. A55099

Address: F-6, Prithvi Apts,

Natesan Nagar, Chennai – 92.

Place: Chennai

Date: 01-11-2019

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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

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 035

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EXPLANATORY STATEMENT

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

ITEM NO. 1 -3

Section 149 of the Companies Act 2013 mandates that every Company shall have a Board of Directors including a specified number of Independent Directors.

Further, Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 directs that the following class or classes of companies shall have at least two directors as independent directors

- (i) the Public Companies having paid up share capital of ten crore rupees or more; or
- (ii) the Public Companies having turnover of one hundred crore rupees or more; or
- (iii) the Public Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees:

IRDAI Corporate Governance Guidelines mandate that a minimum of 3 Independent Directors be appointed in the Board of the Company.

Since, all the Independent Directors appointed by the Company in 2014 on 07th August 2014 had retired on 06th August 2019, it is necessary that as per the provisions of the Companies Act 2013 and rules made thereunder this vacancy be filled up with new Independent Directors within 3 months for the smooth functioning of the various operations of the Board.

In view of the above, it is recommended that the following persons be appointed as Independent Directors of the Company.

- 1) Mr. Berjis Desai
- 2) Ms. Anisha Motwani
- 3) Mr.Rohit Bhasin

ITEM NO: 1

Mr. Berjis Desai was appointed as Additional Director of the Company on 01-11-2019 in terms of Sec 161 and other applicable provisions of the Companies Act 2013. He holds office as Director of the Company up to the date of the ensuing Annual General Meeting.

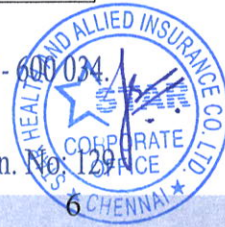
The details of Mr. Berjis Desai are as follows:

NAME OF THE DIRECTOR	Mr.Berjis Desai
Age	63
Qualification	Bachelor of Law from Elphinstone College, University of Bombay and Master of Law from University of Cambridge , UK
Experience	He is an eminent professional law practitioner with nearly 40 years experience in transactional and dispute resolution laws. He served as a Managing Partner at the leading Mumbai based law firm Udawadia, Udeshi and Desai from 1997 to 2003. In 2003, he joined J Sagar Associates, Advocates & Solicitors and retired from the firm in 2017 as Senior Partner. At present, he is an independent legal counsel engaged in private Client Practice,viz: -Succession and estate planning for HNIs and promoter families through wills, trusts and family arrangements - Resolving family, testamentary and business disputes through mediation; -Insolvency and asset reconstruction advisory
Remuneration last drawn	NA
Date of first appointment	01-11-2019
Shareholding details	0.04%
Relationship with other Directors/KMP	Nil

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Details of other Directorship, membership/ Chairmanship of other Boards	13
Justification for choosing the appointee for appointment as Independent Directors	Considering his vast experience as given above, it is recommended by the Board of Directors to appoint Mr. Berjis Desai as Independent Director.

Except Mr. Berjis Desai who holds 0.04% of shares of the Company in his individual capacity, none of his relatives are holding any shares in the Company.

In the opinion of the Board, Mr. Berjis Desai, fulfils the conditions specified in the Companies Act and the rules made thereunder for being appointed as an Independent Director and Mr. Berjis Desai is independent of the Management of the Company. Therefore the Board recommends his appointment as an Independent Director for the Consideration of the Members.

Except Mr. Berjis Desai, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO: 2

Ms. Anisha Motwani was appointed as Additional Director of the Company on 01-11-2019 2019 in terms of Sec 161 and other applicable provisions of the Companies Act 2013. She holds office as Director of the Company up to the date of the Annual General Meeting.

The details of Ms. Anisha Motwani are as follows:

NAME OF THE DIRECTOR	Ms. Anisha Motwani
Age	56
Qualification	MBA from University of Rajasthan and Bachelor of Science from Sophiya College, Ajmer
Experience	Ms. Anisha Motwani began her career in advertising and had a successful 15 year stint with leading agencies like McCann Erickson, Mudra & Leo Burnett.

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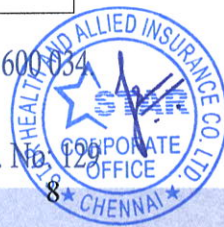
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	She served as the Director & Chief Marketing officer of Max Life Insurance for nearly 8 years and also as an independent advisor on the Max Group of Companies (Max Corporate, Max Life Insurance, Max Bupa, Max Healthcare & others). Post a successful corporate career, Anisha founded StN ventures, a Brand & Innovation Consulting firm. Further, she works as an Independent Advisor with the World Bank on - the Swachh Bharath programme - Adoption of solar rooftops - National Mission for Clean Ganga She also mentors the CEO and business at MAS Holdings & Welspun India. She is a recipient of the following awards: - GM's 'Asia Pacific Marketer' - NDTV's 'Marketer of the year' - 'Best Auto Marketing Team-2006' by NDTV Profit - 'Best Communication & PR Team-2007' by NDTV Profit
Remuneration last drawn	NA
Date of first appointment	01-11-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/Chairmanship of other Boards	7

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Justification for choosing the appointee for appointment as Independent Directors	Considering her vast experience as given above, it is recommended by the Board of Directors to appoint Ms. Anisha Motwani as Independent Director.
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Ms. Anisha Motwani nor her relatives hold any shares in the Company.

In the opinion of the Board, Ms. Anisha Motwani, fulfils the conditions specified in the Companies Act and the rules made thereunder for being appointed as an Independent Director and Ms. Anisha Motwani is independent of the Management of the Company. Therefore the Board recommends her appointment as an Independent Director for the Consideration of the Members.

Except Ms. Anisha Motwani none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO: 3

Mr. Rohit Bhasin was appointed as Additional Director of the Company on 01-11-2019 in terms of Sec 161 and other applicable provisions of the Companies Act 2013. He holds office as Director of the Company up to the date of the Annual General Meeting.

The details of Mr. Rohit Bhasin are as follows:

NAME OF THE DIRECTOR	Mr. Rohit Bhasin
Age	59
Qualification	Chartered Accountant
Experience	Mr. Rohit Bhasin has over three and a half decades of post qualification experience with leading organisations such as PwC, AIG and Standard Chartered. He is as seasoned Finance leader with rich experience with leading Financial Services and consulting organisations. Prior to his retirement in March 2017, he worked with PwC across

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	various roles and spectrum of services. He is also a business coach to several industry leaders and has conducted select consulting engagements.
Remuneration last drawn	NA
Date of first appointment	01-11-2019
Shareholding details	NIL
Relationship with other Directors/KMP	NIL
Details of other Directorship, membership/Chairmanship of other Boards	4
Justification for choosing the appointee for appointment as Independent Directors	Considering his vast experience as given above, it is recommended by the Board of Directors to appoint Mr. Rohit Bhasin as an Independent Director.

Mr. Rohit Bhasin nor his relatives hold any shares in the Company.

In the opinion of the Board, Mr. Rohit Bhasin, fulfils the specified in the Companies Act and the rules made thereunder for being appointed as an Independent Director and Mr. Rohit Bhasin is independent of the Management of the Company. Therefore the Board recommends his appointment as an Independent Director for the Consideration of the Members.

Except Mr. Rohit Bhasin, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO:4

Mr. Surya Chadha was appointed as Additional Director of the Company on 01-11-2019 in terms of Sec 161 and other applicable provisions of the Companies Act 2013. He holds office as Director of the Company up to the date of the ensuing Annual General Meeting.

The details of Mr. Surya Chadha are as follows:

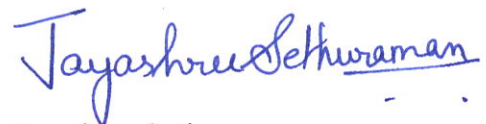
NAME OF THE DIRECTOR	Mr. Surya Chadha
Age	58

Qualification	M.B.A. from Harvard Business School, a B.A. from Hamilton College and a B.S. from Columbia University
Experience	Mr. Chadha has approximately twenty years of private equity investment experience in the media and communications industries, including cable television, broadband, publishing, trade shows, movie theatres and telecommunications.
Remuneration last drawn	NA
Date of first appointment	01-11-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/Chairmanship of other Boards	5

Except Mr. Surya Chadha, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

Place: Chennai
Date: 01-11-2019

By Order of the Board



Jayashree Sethuraman
Company Secretary
PAN: DLIPS3826Q
Membership No. A55099
Address: F-6, Prithvi Apts,
Natesan Nagar, Chennai – 92.