

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Extra-ordinary General Meeting of the Members of STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED will be held on Thursday, the 22nd day of September, 2016 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:

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 pursuant to the Share Holders Agreement (SHA) and Share Subscription Agreement (SSA) dated 24th August 2016, pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, the existing regulations of the Articles of Association of the Company be and are hereby substituted with the draft regulations annexed herewith (hereinafter referred to as the Restated Articles), incorporating the relevant provisions of the SHA and the SSA, be and are hereby approved and adopted as the Articles of Association of the Company.”

“RESOLVED FURTHER THAT, any Director, of the company or Mr. C.M. Kannan Unni, Company Secretary be and is hereby authorized severally to do or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable in connection with the adoption of the Restated Articles as the articles of association of the Company.”

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



COMPANY SECRETARY

C M Kannan Unni

PAN NO:AAFPK5575K

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

Place: Chennai

Date: 30.08.2016

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

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

SPECIAL BUSINESS:

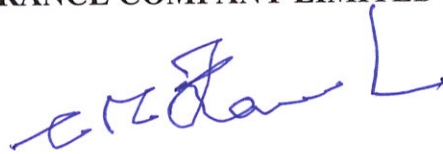
ITEM NO.1

- (i) The Company has entered into a Share Holders Agreement (**SHA**) and Share Subscription Agreement (**SSA**) dated 24.08.2016 with certain shareholders of the Company in anticipation of an investment by M/s. India Advantage Fund S4 I into the Company. Pursuant to the SHA and SSA, the Company is required to amend its Articles of Association (the **Articles**) to reflect the provisions of the SHA and SSA. As this will entail numerous changes to the Articles it is considered desirable to adopt new set of regulations in the Restated Articles in the place of the regulations contained in the existing Articles of Association.

Shareholders' approval is required under section 14 of the Companies Act, 2013 for the alteration of the Articles. The board of directors of the Company recommends passing of the special resolution set out in the notice convening the meeting.

None of the directors of the Company and Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution.

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



COMPANY SECRETARY

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