

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (1/2019) OF THE MEMBERS OF STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED (THE COMPANY) WILL BE HELD AT SHORTER NOTICE ON TUESDAY THE 06TH DAY OF AUGUST 2019 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. 1 NEW TANK STREET, VALLUVAR KOTTAM HIGH ROAD, NUNGAMBAKKAM, CHENNAI – 600 034 AT 05.30 PM TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

To consider if thought fit to pass with or without modification the following resolutions as special resolutions:

1. TO OFFER, ISSUE AND ALLOT OPTIONS UNDER EMPLOYEE STOCK OPTION PLAN

“RESOLVED THAT pursuant to the provisions of Sections 62 (1)(b) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, all applicable rules, the articles of association of the Company, the approval of the members be and is hereby accorded, for the adoption of the employee stock option scheme, “ESOP 2019” placed before the members along with its supplementary documents.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to formulate, implement, supervise and administer the Scheme ESOP 2019.”

“RESOLVED FURTHER THAT consent be and is hereby accorded to the Board for the issuance and allotment of upto 24,005,326 (Two crore, Forty Lakh, Five thousand, Three Hundred and Twenty Six) equity shares of Rs. 10/- each, upon exercise of the options, at such price, and on such terms and conditions and upon meeting of such vesting criteria as may be fixed or determined by the Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *paripassu* in all respects with the existing Equity Shares of the Company; unless otherwise decided by the Board”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Plan including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws.”

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


Company Secretary

Dated : 06-08-2019
Place : Chennai.

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

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 Extra Ordinary General Meeting.
04. The Memorandum of Association and Articles of Association of the Company are open for inspection for the members at the Company's registered office between 10 a.m. to 6 p.m. on any working day from 28.12.2018 onwards up to the date of the Extraordinary General Meeting and at the 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 to offer, issue and allot options under employee stock option plan.

The consent of the members is sought to authorize the Board to issue the equity shares under the employee stock option plan as aforesaid. A draft of the Employee Stock Option Scheme 2019 (ESOP 2019) along with its supplementary documents are placed for perusal.

The ESOP 2019 would be administered under the control and monitoring of the Nomination and Remuneration Committee of the Board and under guidance from the Board from time to time.

In accounting for the Employee Stock Options the Company will follow the applicable Accounting Standards.

The grant of options as proposed in the Resolution amounts to 4.94 % of the issued Capital of the Company.

None of the Directors, Managers, and other key managerial personnel, and their relatives are concerned or interested in the aforementioned resolutions of the Company.

The additional information in terms of Chapter IV Companies (Share Capital and Debenture) Rules, 2014

Sr. No	Particulars	Disclosure of information.
1	The total number of stock options to be granted;	2,40,05,326
2	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme;	Present and future permanent employees including Managing Director or Whole time Directors of the Company including its Subsidiary Companies, as may be determined by the Nomination and Remuneration Committee from time to time subject to restrictions as may be applicable as per Law.
3	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme;	The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and the will be based on the performance of an Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an Employee, the nature and value to the Company of his services and accomplishments, his present and potential contribution to the success of the Company,

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		past service and geographical location and such other factors that the Committee may deem relevant
4	The requirements of vesting and period of vesting;	Vesting of the Options granted under the ESOP 2019 shall be at least one year from the date of Grant and could be different for different Employees.
5	The maximum period within which the options shall be vested;	The Nomination Remuneration Committee shall decide the maximum period within which the options shall be vested.
6	The exercise price or the formula for arriving at the same;	The Nomination Remuneration Committee shall decide the exercise price or the formula for arriving at the same subject to the exercise price not less than the Face Value.
7	The exercise period and process of exercise;	The exercise period and process will be as specified in ESOP 2019
8	The Lock-in period, if any ;	Nil
9	The maximum number of options to be granted per employee and in aggregate;	The maximum number of options to be granted shall be decided by the Nomination and Remuneration Committee.
10	The method which the company shall use to value its options;	As per applicable Accounting Standards.
11	The conditions under which option vested in employees may lapse e.g. In case of termination of employment for misconduct	The conditions under which the option shall lapse is as specified in ESOP 2019
12	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	The time period for exercise shall be determined by the Nomination and Remuneration Committee.
13	A statement to the effect that the company shall comply with the applicable accounting standards.	Enclosed as Annexure 1

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


Company Secretary

Dated : 06-08-2019
Place : Chennai

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ANNEXURE- 1

Date: 06-08-2019

Place: Chennai-34

To

The Shareholders,

Star Health and Allied Insurance Co Ltd

No: 1, Valluvarkottam High Road,

Nungambakkam,

Chennai-34

Dear Sir/Madam,

Sub: Statement that the company shall comply with the applicable accounting standards.

This is to state that the Company will adhere to and comply with the applicable accounting standards while granting options under the Employee Stock Option Scheme- ESOP 2019.

For and on behalf of the Board

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



Company Secretary

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Personal and Caring