

NOTICE CALLING THE FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Star Health and Allied Insurance Company Limited will be held on Friday, the 27th September 2019 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 31st March 2019 and the Audited Revenue Account and Profit and Loss Account and Cash Flow statement for the year ended 31st March 2019 together with the reports of the Directors' and Auditors' thereon.
2. To approve the retirement of Ms. K B K Vasuki, from the Directorship of the Company.
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 Brahmayya & Co., Chartered Accountants and M/S. V Sankar Aiyar & Co., Chartered Accountants are hereby appointed as the Joint Statutory Auditors of the Company in the place of M/s. Rajagopal and Badrinarayanan & Co., Chartered Accountants and M/s. N C Rajagopal & Co., Chartered Accountants Joint Statutory Auditors of the Company whose tenure expires at this Annual General Meeting. The Joint Statutory Auditors would hold office from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting on such terms and conditions, as may be mutually decided between the Board of Directors and the respective Joint Statutory Auditors”.

SPECIAL BUSINESS

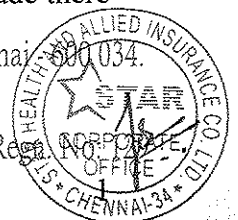
4. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution.

“RESOLVED THAT, pursuant to the provisions of Section 149,152, and other applicable provisions of the Companies Act 2013 and the applicable rules made there

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under (including any statutory modification(s) or re- enactment for the time being in force), Mr Sumir Chadha, holding DIN 00040789, be and is hereby appointed as Director of the Company representing M/s Westbridge AIF I 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.”

5. To consider and if thought fit to pass with or without modification the following resolution as 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 Deepak Rameedi, holding DIN 07631768, representing M/s Westbridge AIF I be and is hereby appointed as Director of the Company 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.”

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

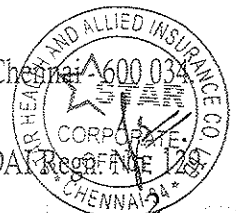
“**RESOLVED THAT**, pursuant to the provisions of Section 149,152, and other applicable provisions of the Companies Act 2013 and the applicable rules made thereunder (including any statutory modification(s) or re- enactment for the time being in force), Mr Rakesh Jhunjunwala holding DIN 00777064, be and is hereby appointed as Director of the Company in non-executive category, who is 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.”

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7. To consider and if thought fit to pass with or without modification the following resolution as 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 Utpal Sheth holding DIN 00081012, be and is hereby appointed as Director of the Company in non-executive category, who is 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.”

8. To consider and if thought fit to pass with or without modification the following resolution as 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 02173765, be and is hereby appointed as Director of the Company representing MIO 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.”

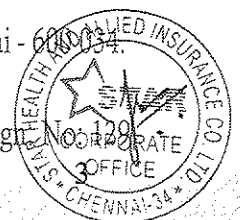
9. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149(9), 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 Mr. D R Kaarthikeyan, Independent Director, till further consideration by the members from time to time provided however that the aggregate

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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.”

“**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.”

10. 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), 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 Dr. M Y Khan, Independent Director, 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.”

“**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.”

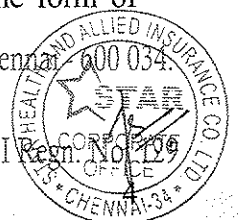
11. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

“ **RESOLVED THAT** pursuant to the provisions of Sections 149(9), 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

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profit related commission Mr.D C Gupta, Independent Director, 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.”

“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.”

12. To consider and if thought fit to pass with or without modification(s) 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 who resigned from the Directorship of the Company on 25-04-2019 for the services rendered by him during the FY 2018-19, 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.”

“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.”

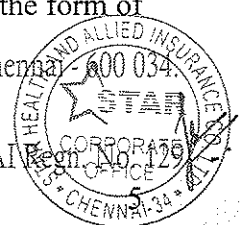
13. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution.

“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

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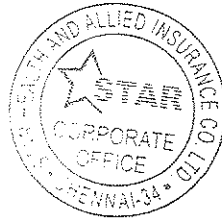
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profit related commission of Rs.10, 00,000/- p.a. to Ms. Justice (Retd.) K B K Vasuki, Non- Executive Director of the Company, and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholetime Directors shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.”

“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: 30.05.2019



By Order of the Board

Jayashree Sethuraman

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

NOTES:

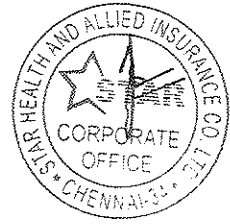
- 01. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself. Such proxy need not be a Member of the Company.*
- 02. The Instruments appointing proxy should reach the Registered Office of the Company at least 48 hours before the time fixed 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.*

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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 (1) of the Companies Act, 2013)

During the year 2018-19, the existing Promoters, Investors and shareholders of the Company have entered into a Share purchase Agreement dated 01st February 2019 with the Westbridge AIF I(investing through a SPV- Safecrop Investments India LLP), Mr. Rakesh Jhunjhunwala, Madison, US Entities (New Buyers) for sale of shares at a price of Rs. 142.43/- per share. IRDAI has given approval for the said transfer vide its letter dated 27th March 2019.

This would result in change in ownership of the Company and the promoters would be Safecrop Investments India LLP, Westbridge AIF I and Mr. and Mrs. Rakesh Jhunjhunwala.

In view of the above the following persons were inducted as Additional Directors in the Board with effect from 29-03-2019.

Mr. Sumir Chadha

Mr. Deepak Ramineedi

Mr. Rakesh Jhunjhunwala

Mr. Utpal Sheth

Mr. Surya Chadha

ITEM NO: 4

Mr. Sumir Chadha was appointed as Additional Director of the Company on 29-03-2019 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. Sumir Chadha are as follows:

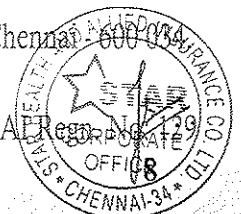
NAME OF THE DIRECTOR	Mr.Sumir Chadha
Age	48
Qualification	BSE degree in Computer Science from Princeton University & MBA (with Distinction) from Harvard University
Experience	Sumir Chadha is a seasoned investment advisory professional with over two decades of

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	experience advising on investments in India. Sumir has served as a director on the boards of numerous Indian companies, particularly in the financial services sector.
Remuneration last drawn	NA
Date of first appointment	29-03-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	6

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

ITEM NO: 5

Mr. Deepak Rameedi was appointed as Additional Director of the Company on 29-03-2019 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.

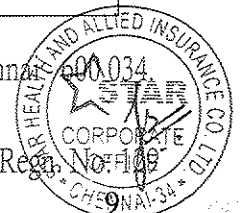
The details of Mr. Deepak Rameedi are as follows:

NAME OF THE DIRECTOR	Mr. Deepak Rameedi
Age	35
Qualification	MBA from Indian Institutes of Management, Ahmedabad (IIM –A) and B. Tech In Electrical Engineering from IIT- Bombay
Experience	He is an investment advisory professional with over a decade of experience in the equities space and focuses on the financial sector services.
Remuneration last drawn	NA
Date of first appointment	29-03-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	2

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Except Mr. Deepak Rameedi none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

ITEM NO: 6

Mr. Rakesh Jhunjhunwala was appointed as Additional Director of the Company on 29-03-2019 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. Rakesh Jhunjhunwala are as follows:

NAME OF THE DIRECTOR	Mr. Rakesh Jhunjhunwala
Age	58
Qualification	Bachelor of Commerce and Chartered Accountant
Experience	Investor in shares and securities for over 25 years
Remuneration last drawn	NA
Date of first appointment	29-03-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	7

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

ITEM NO: 7

Mr. Utpal Sheth was appointed as Additional Director of the Company on 29-03-2019 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. Utpal Sheth are as follows:

NAME OF THE DIRECTOR	Mr. Utpal Sheth
Age	47
Qualification	Chartered Financial Analyst from ICAI, Cost and Work Account

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	from ICWAI and B Com from Mumbai University
Experience	27 years of experience in the Indian capital market
Remuneration last drawn	NA
Date of first appointment	29-03-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/Chairmanship of other Boards	19

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

ITEM NO: 8

Mr. Surya Chadha was appointed as Additional Director of the Company on 29-03-2019 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. 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	29-03-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/Chairmanship of other Boards	5

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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.

ITEM NO.9 to 11

The Board at its Meeting held on 30.05.2019, 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 2018-19 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 Nos. 9 to 11 of the Notice.

DETAILS REQUIRED AS PER Secretarial Standard (SS2)

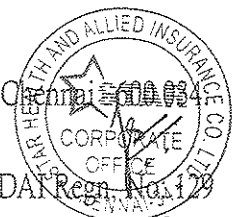
NAME OF THE DIRECTOR	Mr.D R Kaarthikeyan	Dr.M Y Khan	Mr.D C Gupta
Age & Qualification	78 & IPS	73 & Doctorate	73 & IAS
Experience	51 Years	51 Years	51 Years
Remuneration last drawn	Rs.10,00,000/-	Rs.10,00,000/-	Rs.10,00,000/-
Date of first appointment	01-04-2014	01-04-2014	01-04-2014
Shareholding details	Nil	Nil	Nil
Relationship with other Directors/KMP	Nil	Nil	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	8	6	Nil
No of Board Meeting attended during the year	6	5	8

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.

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ITEM NO.12 & 13

The Board at its Meeting held on 30.05.2019, recommended to the Members payment of remuneration by way of profit related commission to Mr. V P Nagarajan, and 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. 12 and 13 of the Notice.

DETAILS REQUIRED AS PER Secretarial Standard (SS2)

NAME OF THE DIRECTOR	Mr.V.P Nagarajan	Ms.Justice (Retd) K B K Vasuki
Age & Qualification	59 Years & B. Com, ACA,ACS,AICWA	62 & B Sc., BL
Experience	35 Years in Finance	39 Years - Retired High Court Judge
Remuneration last drawn	Rs.10,00,000/-	Rs.10,00,000/-
Date of first appointment	17-05-2005	26-02-2016
Shareholding details	Nil	Nil
Relationship with other Directors/KMP	Nil	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	Nil	Nil
No of Board Meeting attended during the year	8	8



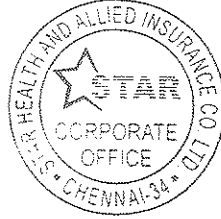
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Except Mr.V.P Nagarajan and Ms. Justice (Retd) K B K Vasuki to the extent of payment of profit related commission, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel is interested in the Resolution.

PLACE: Chennai
DATE: 30.05.2019



By Order of the Board

Jayashree Sethuraman

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