

NOTICE CALLING THE FIFTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of Star Health & Allied Insurance Company Limited will be held on Friday the 25th September 2020 at 11.00 A.M IST through video conferencing ('VC') and other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2020 and the Audited Revenue Account and Profit and Loss Account, Cash Flow Statement on that date together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in the place of Mr. Rakesh Jhunjhunwala (DIN 00777064), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Utpal Sheth (DIN 00081012), who retires by rotation and being eligible, offers himself for re-appointment.
4. To Note the Appointment of Joint Statutory Auditors of the Company.

M/s Brahmayya & Co., Chartered Accountants and M/S. V Sankar Aiyar & Co., Chartered Accountants have been appointed as the Joint Statutory Auditors of the Company in the Fourteenth Annual General Meeting for a consecutive period of 5 years and would hold office 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

5. 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.4,15,300 /- in the form of profit related commission to Mr. Rohit Bhasin, Independent Director of the Company and 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 Whole-time 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.”

6. 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.4,15,300 in the form of profit related commission to Mr. Berjis Desai, Independent Director of the Company and 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 Whole-time 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.”

7. 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.4,15,300 in the form of profit related commission to Ms. Anisha Motwani, Independent Director of the Company and 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 Whole time 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.”

8. 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.6,55,738 in the form of profit related commission to Mr. D R Kaarthikeyan, Independent Director of the Company and 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 Whole-time 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.”

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:27-08-2020

NOTES:

- 1. In view of the Continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5,2020 read with circular dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting (“AGM”) through video conferencing (‘VC’) and other audio visual means (‘OAVM’), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC/ OVAM*
- 2. Pursuant to the Provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM as permitted by the MCA and hence the Proxy Form and attendance Slip are not annexed to this Notice.*

3. *Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.*
4. *All documents referred to in the notice, registers, Articles of Association are available for inspection by the members electronically by using the following link from 10 AM to 5 PM on all working days to the conclusion of the Annual General Meeting.*
https://starhealthbiz-my.sharepoint.com/:f:/g/personal/admin_starhealthbiz_onmicrosoft_com/EsUcbxUt9CZCh_oAD6sY7CpoB3G-TjYu8W0BibKjwMIPOWg?e=OrpktC
Password: agm25092020
5. *All communications including notice of Annual General Meeting, Annual report etc will be sent to the registered emails.*
6. *Since the AGM will be held through VC/ OAVM, Route Map is not annexed in this Notice.*

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM') ARE AS UNDER:

1. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the steps and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
2. In case of Android/ Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
3. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The helpline numbers on any queries on how to join and participate in the meeting through the link provided is +91 9940355778/ 044 28288878. Members can also send their queries through email to s.jayashree@starhealth.in
6. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM and shall be open for fifteen minutes after the scheduled starting time of the AGM.
7. Members can send their queries on the matters relating to the AGM by emailing to s.jayashree@starhealth.in from their registered email IDs quoting their folio numbers or they

can speak during the proceeding of the AGM with a two way communication facility. Queries will be addressed to the extent feasible on a first come first served basis by the Chairman or appropriate officials / Auditors as the case may be.

8. Representatives of institutional / corporate members or other authorities can send their authorisation through email to the email id of the company referred above giving the resolution / authority along with name and email ID of the representative. The representative can use the link for attending the meeting and speak at the meeting.
9. Voting by show of hands is permitted as advised by MCA and in case of demand for poll the members / representatives have to send emails to the designated email Id (s.jayashree@starhealth.in) signifying their choice on voting in the affirmative or negative in respect of each resolution during the course of the meeting. E-votes will be counted during the meeting and results will be announced by the Chairman. In case it would take time to count the e-votes the meeting may be adjourned for announcing the results of the e-votes for all resolutions.
10. Any special business considered unavoidable by the Board can only be considered at the AGM apart from the ordinary businesses.

By Order of the Board



PLACE: Chennai
DATE: 27-08-2020

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

EXPLANATORY STATEMENT

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

The Board at its Meeting held on 11th June 2020, recommended to the Members payment of profit related commission to Independent Directors of the Company for the services rendered during the financial year 2019-20 and such remuneration including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time 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. 4, 5, 6, 7 of the Notice

ITEM NO.4

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 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
No of Board Meeting attended during the year	1

Except Mr. Rohit Bhasin 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.

ITEM NO.5

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	<p>He is an eminent professional law practitioner with nearly 40 years experience in transactional and dispute resolution laws.</p> <p>He served as a Managing Partner at the leading Mumbai based law firm Udadia, Udeshi and Desai from 1997 to 2003.</p> <p>In 2003, he joined J Sagar Associates, Advocates & Solicitors and retired from the firm in 2017 as Senior Partner.</p> <p>At present, he is an independent legal counsel engaged in private Client Practice,viz:</p> <ul style="list-style-type: none"> -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
Details of other Directorship, membership/ Chairmanship of other Boards	13
No of Board Meeting attended during the year	1

Except Mr. Berjis Desai 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.

ITEM NO.6

NAME OF THE DIRECTOR	Ms. Anisha Motwani
Age	56
Qualification	MBA from University of Rajasthan and Bachelor of

Experience	<p>Science from Sophiya College, Ajmer</p> <p>Ms. Anisha Motwani began her career in advertising and had a successful 15 year stint with leading agencies like McCann Erickson, Mudra & Leo Burnett.</p> <p>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).</p> <p>Post a successful corporate career, Anisha founded StN ventures, a Brand & Innovation Consulting firm.</p> <p>Further, she works as an Independent Advisor with the World Bank on</p> <ul style="list-style-type: none"> - the Swachh Bharath programme - Adoption of solar rooftops - National Mission for Clean Ganga <p>She also mentors the CEO and business at MAS Holdings & Welspun India.</p> <p>She is a recipient of the following awards:</p> <ul style="list-style-type: none"> - 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
No of Board Meeting attended during the year	2

Except Ms. Anisha Motwani 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.

ITEM NO 7

NAME OF THE DIRECTOR	Mr. D R Kaarthikeyan
Age	80 years
Qualification	B.Sc (Chemistry & Agriculture) from Annamalai

	University and B L from Law College Madras.
Experience	<p>Padmashree D. R. Kaarthikeyan started his career as a lawyer and later entered the Indian Police Service. He has nearly 53 years of experience. He has held various prestigious positions, including Director of Police Academy - Mysore, Chief of Intelligence and Security, Karnataka State, Special Director General of Central Reserve Police Force, Director of the CBI and Director General of the National Human Rights Commission. He was the Chief of Special Task Force instituted by the Government of India in the Rajiv Gandhi assassination case.</p> <p>He is also a visiting professor in many prestigious institutions. He is the recipient of the Government of India's Police Medal for meritorious service and the President's Medal for Distinguished Services. He was also conferred the "Padmashree" by the President of India for his commendable services to the nation.</p> <p>He has also authored a bestseller, 'Triumph of Truth - Rajiv Gandhi Assassination'</p>
Remuneration last drawn	NA
Date of first appointment	10-12-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	6
No of Board Meeting attended during the year	4

Except Mr. D R Kaarthikeyan 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.

By Order of the Board



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Company Secretary
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PLACE: Chennai
DATE: 27-08-2020