

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (01/2021-22) OF THE MEMBERS OF STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED (THE COMPANY) WILL BE HELD THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM) ON FRIDAY THE 23RD DAY OF APRIL 2021 AT 11.30 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

1. RESTATEMENT OF ARTICLES

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 provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Investment Agreements (IA) dated 08th December 2020, 09th December 2020, 10th December 2020 and 18th December 2020 between the Company and various investors, the approval of the members be and is hereby accorded for replacing the existing regulations contained in the Articles of Association of the Company with a new regulations annexed herewith (hereinafter referred to as the Restated Articles), incorporating the relevant provisions of the IA.”

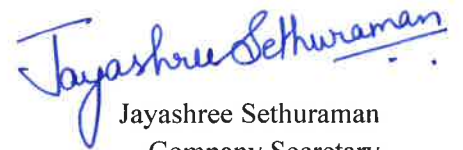
“RESOLVED FURTHER THAT, any Director, of the Company or Company Secretary be and is hereby authorized to do all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable in connection with the adoption of the Restated Articles as the Articles of Association of the Company.”

“RESOLVED FURTHER THAT Company Secretary be and is hereby authorised to file necessary forms/returns in this regard with the Registrar of Companies or any other relevant authority.”

By the Order of the Board

Place : Chennai.
Date : 31-03-2021





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

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 4 Website: www.starhealth.in IRDAI Regn. No: 129

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 Extra Ordinary General Meeting (“EGM”) 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 EGM of the Company is being held through VC/ OAVM*
- 2. Pursuant to the Provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM as permitted by the MCA and hence the Proxy Form and attendance Slip are not annexed to this Notice.*
- 3. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.*
- 4. All communications including notice of Extra Ordinary General Meeting, Annual report etc will be sent to the registered emails.*
- 5. Since the EGM will be held through VC/ OAVM, Route Map is not annexed in this Notice*

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

- 1. Members may attend the EGM, 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 EGM through VC/ OAVM shall open 30 minutes before the time scheduled for the EGM and shall be open for fifteen minutes after the scheduled starting time of the EGM.
7. Members can send their queries on the matters relating to the EGM 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 EGM 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 EGM.

Place : Chennai.
Date : 31-03-2021



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

ITEM NO. 1

The Articles of Association of the Company needs to be amended and restated to include the rights and obligations under the Investment Agreements dated 08th December 2020, 09th December 2020, 10th December 2020 and 18th December 2020 between the Company and the investors.

The Board of Directors had approved the Restated Articles of Association 31st March 2021 and recommend the same to the members for approval

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

Place : Chennai.
Date : 31-03-2021



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