

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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