



NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of Medi Assist Insurance TPA Private Limited (Formerly known as Medi Assist India TPA Private Limited) will be held on Friday i.e. the 28th day of September, 2018 at 09:30 Hrs. at its Registered office at Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560 029 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Satish Venkata Naga Gidugu (DIN: 06643677), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr. Satish Venkata Naga Gidugu (DIN: 06643677) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Ms. Srimathi Ranganathan (DIN: 06943067), Whole – Time Director who retires by rotation

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, Ms. Srimathi Ranganathan (DIN: 06943067), Whole – Time Director who has attained superannuation and the vacancy so caused will not be filed up. "

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 along with the rules made thereunder, and other applicable provisions, if any, the approval of the members be and is hereby accorded to the appointment of Mr. A. G. Muralikrishnan (DIN: 00013305), as an Independent Director on the Board of Directors of the Company, and he shall hold office for a term of three years commencing on September 28, 2018.

Medi Assist Insurance TPA Private Limited

(Formerly known as Medi Assist India TPA Private Limited)

CIN - U85199KA1999PTC025676

Registered Office : Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road
Bengaluru - 560 029. Phone : +91-80-4969 8000 Email : info@mediassistindia.com

Web : www.medibuddy.in



RESOLVED FURTHER THAT the term of office of Mr. A. G. Muralikrishnan shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director of the Company or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and also file necessary forms with the Registrar of Companies, Karnataka."

5. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the members be and is hereby accorded to the Professional Consultancy Services Agreement entered with **Mr. Dayanand A Kallianpur**, holding office or place of profit as Director in the Company for payment of a monthly Professional fees of **Rs. 3,76,539 /- (Rupees Three Lakh Seventy Six Thousand Five Hundred Thirty Nine Only)**, subject to deduction and withholdings of tax or otherwise with effect from August 01, 2018.

RESOLVED FURTHER THAT any one of the Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and is hereby severally authorized take such steps as may be necessary in relation to the above and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

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

"RESOLVED THAT the approval of the members be and is hereby accorded to Consultancy Services Agreement executed with Mr. Prasad Venkatasiva Tatineni, Director of the Company for a period of one year with effect from August 01, 2018 and that all other terms of his appointment shall remain unchanged.



RESOLVED FURTHER THAT any one of the Director or Ms. Suchitra Krishnakumar, Company Secretary be and is hereby severally authorized take such steps as may be necessary in relation to the above and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

7. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, approval of the members be and is hereby accorded to the re- appointment of Dr. Vikram Jit Singh Chhatwal as Whole Time Director of the Company for a period of five years with effect from April 1, 2019.

RESOLVED FURTHER THAT the term of office of Dr. Vikram Jit Singh Chhatwal, Whole-Time Director shall not be liable to retire by rotation and that all other terms of his appointment shall remain unchanged.

RESOLVED FURTHER THAT any one Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts deeds, matters and things as may be necessary to give effect to the said resolution and also file necessary forms with the Registrar of Companies through MCA portal.”

8. To consider and if thought fit to pass with or without modification the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, and Rules thereunder, and the Employee Stock Option Scheme 2012 (“ESOP 2012”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), to the modification to the ESOP 2012 of the Company in the manner as given below:



- Clause 2.1.vi of the ESOP 2012 to be replaced and read as below:

2.1.vi. **“Company”** means Medi Assist Insurance TPA Private Limited

- Clause 7 of the ESOP 2012 to be replaced and read as below:

7. Vesting Period / schedule / Conditions

Options granted under ESOP 2012 would vest not more than five years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Board may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination – subject to which the Options would vest. The specific Vesting schedule and Vesting Conditions subject to which Options would vest would be detailed in writing and provided to the Option Grantee at the time of the Grant of Options. The Board may at any time at its sole discretion, accelerate the vesting of all or part of the Unvested Options subject to the minimum period of vesting of one year as per the applicable laws.

- Clause 8 (aa) to be inserted in ESOP 2012 and read as below:

8 (aa)The Board, may allow the Option Grantee to exercise all or part of his/her vested Options after completion of 3 years from the date of respective grant. The exercise period shall be valid for a period of one year starting from the expiry of the said 3 years. In the event Options are not exercised as per the provisions of this clause then provisions of Clause 8 (b) shall be applicable.



- Clause 13 of the ESOP 2012 to be replaced and read as below:

13. Notices

All notices of communication required to be given by the Company to an Option Grantee by virtue of this ESOP 2012 shall be in writing and shall be sent to the address of the Option Grantee available in the records of the Company and any communication to be given by the Option Grantee to the Company in respect of ESOP 2012 shall be sent to the address mentioned below:

*Tower 'D', 4th Floor,
IBC Knowledge Park, 4/1,
Bannerghatta Main Road,
Bangalore – 560 029*

- Wherever appearing in the ESOP 2012 "Net Logistics Private Limited" to be replaced and read as "Medi Assist Healthcare Services Limited ("Formerly known as Medi Assist Healthcare Services Private Limited")".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any one Director of the Board be and is hereby severally authorised to do all such acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient, or desirable and also settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/ his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection".

**By Order of the Board of Directors
For Medi Assist Insurance TPA Private Limited
(Formerly known as Medi Assist India TPA Private Limited)**



A handwritten signature in black ink, appearing to read "Suchitra Krishnakumar".

**Suchitra Krishnakumar, Company Secretary
Membership No. ACS - 29245**

Place : Bangalore
Date : August 23, 2018

Notes:-

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

The instruments of form in order to be effective should be deposited at the registered office of the company, duly completed and signed not less than 48 Hrs. before the commencement of the meeting. A proxy form (MGT-11) is sent herewith.

- All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by members on all working days, except Sundays and public holidays, during the business hours of the Company prior to the date of the Annual general meeting and will also be available for inspection at the meeting.
- The notice is being sent to all the members, whose names appeared in the register of members of the Company as on August 23, 2018.
- Participation through electronic mode is not available.
- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is attached hereto.
- Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Members are requested to immediately inform the Company of their change of address.

**By Order of the Board of Directors
For Medi Assist Insurance TPA Private Limited
(Formerly known as Medi Assist India TPA Private Limited)**



A handwritten signature in black ink, appearing to read "Suchitra".

**Suchitra Krishnakumar, Company Secretary
Membership No. ACS - 29245**

Place : Bangalore

Date : August 23, 2018

Explanatory Statement
Section 102 of Companies Act, 2013

Item No: 4

Mr. A. G. Muralikrishnan is proposed to be appointed as an Independent Director of the Company, in accordance with the provisions of Companies Act, 2013 and such other laws as may be applicable. In this connection, the Board is of the opinion that Mr. A. G. Muralikrishnan fulfills the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and that Mr. A. G. Muralikrishnan is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of 3 years subject to such Directors satisfying the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder, and shall not be liable to retire by rotation.

Mr. A. G. Muralikrishnan does not hold any Equity Share in the Company.

Mr. A. G. Muralikrishnan A.G is interested and concerned in the resolution mentioned at Item No. 4 of the Notice. Other than Mr. A. G. Muralikrishnan, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No: 5

Mr. Dayanand A Kallianpur has around 41 years of experience in the Insurance Industry and is a qualified professional, holding fellowship (Membership no: 4485) from the Insurance Institute of India. He is also a law graduate.



The provisions of section 188(1)(f) of the Companies Act, 2013, that govern the related party transactions require a Company to obtain approval of the Board of Directors and shareholders for the related party's appointment to any office or place of profit. The Board of Directors of the Company at its Meeting held on August 23, 2018 has approved the Professional Consultancy Services Agreement entered with Mr. Dayanand A Kallianpur, Director for the services rendered by him in his capacity as a Director and the same is put forth for the approval of Members by way of ratification.

Mr. Dayanand A Kallianpur does not hold any Equity Share in the Company.

Mr. Dayanand A Kallianpur is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. Dayanand A Kallianpur, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Item No: 6

The Board of Directors recommends extension of the term of the consultancy agreement entered with Mr. Prasad Venkatasiva Tatineni, Director for a period of year, with effect from 1st August, 2018.

The terms of the Original Agreement shall remain unaltered during the extended period.

Mr. Prasad Venkatasiva Tatineni does not hold any Equity Share in the Company.

Mr. Prasad Venkatasiva Tatineni is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Prasad Venkatasiva Tatineni, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 for the approval of Members.



Item No: 7

The Board of Directors recommends the re-appointment of Dr. Vikram Jit Singh Chhatwal as the Whole Time Director of the Company for another term of five years on the same terms and conditions with effect from April 1, 2019 in order to meet the requirements of provisions of the Companies Act, 2013. The present term of Dr. Vikram Jit Singh Chhatwal is effective till March 31, 2019. Pursuant to the provisions of Companies Act 2013, the recommendation for re-appointment of Director has to be made earlier than one year before the expiry of his term as Whole- Time Director.

Dr. Vikram Jit Singh Chhatwal was appointed as the Whole - Time Director with effect from July 1, 2011 under the provisions of the Companies Act, 1956 and he was re-appointed at the Annual General Meeting held on September 23, 2014 in accordance with the provisions of Companies Act, 2013.

Dr. Vikram Jit Singh Chhatwal, Whole-Time Director shall not be liable to retire by rotation.

Dr. Vikram Jit Singh Chhatwal is not disqualified from being re-appointed as a Whole-Time Director Director in terms of Section 164 of the Act and has given his consent to act as the Whole-Time Director of the Company and he satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The remuneration payable to Dr. Vikram Jit Singh Chhatwal, Whole - Time Director will be accordingly decided by Board of Directors of the Company which is within the overall limits approved by the Members and shall be in compliance with the overall limits provided under the Act.

Dr. Vikram Jit Singh Chhatwal holds 5 equity shares of the face value of 10/- each in the Company jointly with the holding company viz. M/s. Medi Assist Healthcare Services Limited and is not related to other Directors or Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel or the relatives except Dr. Vikram Jit Singh Chhatwal are concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 for the approval of Members.



Item No: 8

The Company has granted stock options to eligible employees under the ESOP 2012. The Board wishes to amend the scheme to allow employees to exercise their vested options on completion of 3 years from the date of respective grant. This will enable employees to purchase the shares of the Company before any liquidity event as per the ESOP 2012.

Further, few changes are made in the ESOP 2012 on account of change in name and address of the Company and the change in name of the holding company.

As per the provisions of the Companies Act, 2013 and Rules made thereunder, any variation in the terms of the Employee Stock Option Scheme requires shareholders approval. None of the directors, key managerial personnel or their respective relatives are concerned or interested in this resolution mentioned in Item No. 8 of this notice, except to the extent of Options that may be offered to them under the ESOP 2012.

The Board commends the Special Resolution set out at Item No. 8 for the approval of Members.



**For Medi Assist Insurance TPA Private Limited
(Formerly known as Medi Assist India TPA Private Limited)**

A handwritten signature in black ink, appearing to read "Suchitra", written over a horizontal line.

**Suchitra Krishnakumar, Company Secretary
Membership No. ACS - 29245**

Place : Bangalore
Date : August 23, 2018

ATTENDANCE SLIP

19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI ASSIST INSURANCE TPA PRIVATE LIMITED (FORMERLY KNOWN AS MEDI ASSIST INDIA TPA PRIVATE LIMITED) ON FRIDAY, SEPTEMBER 28, 2018 AT 09:30 HRS. AT ITS REGISTERED OFFICE AT TOWER D, 4TH FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE - 560 029.

CIN	U85199KA1999PTC025676
Name of the company	Medi Assist Insurance TPA Private Limited (Formerly known as Medi Assist India TPA Private Limited)
Office	Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560 029

Regd. Folio No. _____ / DP ID _____ Client Id / Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 19th Annual General Meeting on Friday, September 28, 2018 at 09.30 Hrs. at its Registered office at Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560 029.

Member's/Proxy's name in Block letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



MGT - 11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

Name of the Member(s):

Registered Address :

E-mail id :

Folio No. / Client ID No.: DP ID No.....

I/ We, being the member(s) of _____ hereby appoint

1. Name :

E-mail :

Address :

Signature :

Or failing him

2. Name :

E-mail :

Address :

Signature :

Or failing him

3. Name :

E-mail :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company held Friday, September 28, 2018 at 09.30 Hrs. at its Registered office at Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560 029 and at any adjournment thereof in respect of such resolutions as are indicated below:



1. Approval of Financial Statements for the financial year 2017 – 2018.
2. Appointment of a Director in place of Mr. Satish Venkata Naga Gidugu (DIN: 06643677), who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of a Director in place of Ms. Srimathi Ranganathan (DIN: 06943067), who retires by rotation.
4. Approval for appointment of Mr. A. G. Muralikrishnan (DIN: 00013305) as an Independent Director.
5. Approval for the execution of professional consultancy agreement with Mr. D. A. Kallianpur, Director.
6. Approval for extension of consultancy agreement with Mr. Prasad Venkatasiva Tatineni, Director.
7. Approval for re- appointment of Dr. Vikram Jit Singh Chhatwal as Whole - Time Director of the Company.
8. Approval of revised Employee Stock Option Scheme/Plan.

Signed this ____ day of _____ 2018

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

NOTE: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP

