



NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of Medi Assist Insurance TPA Private Limited will be held on Friday i.e. the 9th day of August, 2019 at 11:30 Hrs. at its Registered office of the Company situated 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 Balance Sheet as at 31st March, 2019, Profit and Loss Account for the year ended as on that date together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prasad Venkatasiva Tatineni (DIN: 06943043), 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. Prasad Venkatasiva Tatineni (DIN: 06943043), Director in the Company, who retires by rotation and being eligible offers 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 Mr. Dayanand Annaya Kallianpur (DIN: 07703342), 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. Dayanand Annaya Kallianpur (DIN: 07703342), Director in the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. To approve the appointment of Statutory Auditor for another term of 5 years and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the re-appointment of M/s B S R & Co LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022 as Statutory Auditors of the Company be and is hereby approved for another term of 5 years i.e. to hold office up to the conclusion of the Annual General Meeting to be held in the year 2024; at a remuneration to be fixed by the Board of Directors of the Company.”

Medi Assist Insurance TPA Private Limited

(Formerly known as Medi Assist India TPA Private Limited)

CIN - U85199KA1999PTC025676

Regd Off : Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru – 560 029

Phone : +91-80-4969 8000 Email : info@mediassist.in

Web : www.mediassist.in



SPECIAL BUSINESS

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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the provisions contained in the Articles of Association of the Company, Ms. Srimathi Ranganathan (DIN: 06943067), who was appointed as an Additional Director of the Company with effect from April 01, 2019 and who holds office upto the conclusion of the Annual General Meeting of the Company, be and is hereby appointed as a Director in the Company with immediate effect.

RESOLVED FURTHER THAT any one Director 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 necessary and also file necessary forms with the Registrar of Companies.”

6. 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. 4,06,663 /- (Rupees Four Lakh Six Thousand Six Hundred Sixty Three Only)**, subject to deduction and withholdings of tax or otherwise with effect from August 01, 2019.

RESOLVED FURTHER THAT any one 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.”

7. 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, 2019 and that all other terms of his appointment shall remain unchanged.



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RESOLVED FURTHER THAT any one 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.”

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


Suchitra Krishnakumar,
Company Secretary
Membership No. ACS - 29245



**Place : Bangalore
Date : June 19, 2019**

- 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 June 19, 2019.
- 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)**



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



Place : Bangalore

Date : June 19, 2019

Explanatory Statement
Section 102 of Companies Act, 2013

Item No: 5

Ms. Srimathi Ranganathan (DIN: 06943067), who was appointed as an Additional Director of the Company with effect from April 01, 2019 vacates the position as an Additional Director at the ensuing Annual General Meeting. The Board recommends her appointment as Director in the Company.

The Board of Directors recommends passing of the Ordinary resolution as contained in item No.5 of the notice of Annual General Meeting.

No Director other than Ms. Srimathi Ranganathan is deemed to be interested in this resolution.

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

Item No: 6

Mr. Dayanand A Kallianpur has around 42 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 May 29, 2019 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. 6 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. 6 of the Notice.

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

(Handwritten signature)



Item No: 7

The Board of Directors recommends extension of the term of the consultancy agreement entered with Mr. Prasad Venkatasiva Tatineni, Director for a period of one year, with effect from 1st August, 2019.

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. 7 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. 7 of the Notice.

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

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



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



**Place : Bangalore
Date : June 19, 2019**

ATTENDANCE SLIP

20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI ASSIST INSURANCE TPA PRIVATE LIMITED (FORMERLY KNOWN AS MEDI ASSIST INDIA TPA PRIVATE LIMITED) ON FRIDAY i.e. THE 9TH DAY OF AUGUST, 2019 AT 11:30 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 20th Annual General Meeting on Friday i.e. the 9th day of August, 2019 at 11:30 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 20th Annual General Meeting of the Company held on Friday i.e. the 9th day of August, 2019 at 11:30 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. To approve the Financial Statements for the Financial Year 2018 – 2019
2. To appoint a Director in place of Mr. Prasad Venkatasiva Tatineni (DIN: 06943043), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Dayanand Annaya Kallianpur (DIN: 07703342), who retires by rotation and being eligible offers himself for re-appointment.

4. To re-appoint M/s. B S R & Co. LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022 as Statutory Auditors.
5. To appoint Ms. Srimathi Ranganathan (DIN: 06943067) as Director in the Company.
6. Approval for the execution of professional consultancy agreement with Mr. D. A. Kallianpur, Director.
7. Approval for extension of consultancy agreement with Mr. Prasad Venkatasiva Tatineni, Director.

Signed this ____ day of _____ 2019

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

