NOTICE

Notice is hereby given that 17th Annual General Meeting of the Members of Medi Assist India TPA Private Limited will be held on Friday, 29th July, 2016 at 11:00 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 consider and adopt the Audited Balance Sheet as at 31st March, 2016, 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 ratify the re-appointment of Statutory Auditor and to fix their remuneration and for this purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

   "**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 appointment of M/s B S R & Co LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022 who were appointed as Statutory Auditors of the Company upto the Annual General Meeting to be held in the year 2019, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to negotiate and fix the remuneration payable to the Statutory Auditor and to do all such acts deeds and things as would be required to give effect to the appointment of the statutory auditors."

SPECIAL BUSINESS

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

   "**RESOLVED THAT** pursuant to Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the availability of the name and subject to the approval of the Central Government and any other regulatory authorities as may be necessary, the consent of the members be and is hereby accorded for the change in name of the Company from "Medi Assist India TPA Private Limited" to "Medi Assist Insurance TPA Private Limited".

RESOLVED FURTHER THAT the Name "Medi Assist India TPA Private Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the name "Medi Assist Insurance TPA Private Limited".

RESOLVED FURTHER THAT any one Director or Ms. Megha Matoo, Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms with the Registrar of Companies for effecting the change in name of the Company, and to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution."

By order of the Board of Directors
For Medi Assist India TPA Private Limited

Medi Assist India TPA Private Limited Bangalore

Megha Matoo, Company Secretary
Membership No. ACS - 20114

Place : Bangalore
Date : 23rd May, 2016

Explanatory Statement

Section 102 of Companies Act, 2013

Item No: 3

Medi Assist India TPA Private Limited is registered with IRDAI as a TPA bearing License Number 03.

As per the new TPA Regulations viz. IRDAI (Third Party Administrator – Health Services) Regulations, 2016; TPA's are required to have the words "Insurance TPA" in its name to reflect that the Company is engaged in the Business of TPA for rendering Health Services. Pursuant to the said regulations, existing TPAs have 1 (One) year time for ensuring compliance.

The name "Medi Assist Insurance TPA Private Limited" has been duly approved and made available for changing the name of the Company by the Registrar of Companies, Karnataka vide their name approval letter dated 21st June, 2016.

As per the provisions of Section 13 of the Companies Act, 2013 approval of the shareholders is required to be accorded for changing the name of the Company by way of passing a Special Resolution. Hence the Board recommends the proposed special resolution in Item No. 3 for your approval.

None of the Directors/ relatives of Directors of your Company are concerned or interested, financially or otherwise in the proposed special resolution.

By order of the Board of Directors
For Medi Assist India TPA Private Limited

Medi Assist India TPA Private Limited Bangalore

Megha Matoo, Company Secretary
Membership No. ACS -20114

Place : Bangalore
Date : 23rd May, 2016

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 23rd May, 2016.

- 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 India TPA Private Limited

Megha Matoo, Company Secretary
Membership No. ACS -20114

Medi Assist India TPA Private Limited Bangalore

Place : Bangalore
Date : 23rd May, 2016

ATTENDANCE SLIP

17TH ANNUAL GENERAL MEETING OF MEDI ASSIST INDIA TPA PRIVATE LIMITED ON FRIDAY, 29TH JULY, 2016 AT 11:00 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 India.TPA Private Limite
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 17th Annual General Meeting on Friday, 29th July, 2016 at 11:00 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 17th Annual General Meeting of the Company to be held on Friday, 29th July, 2016 at 11:00 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 2015 - 2016
2. Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditor
3. Approval for Change in Name of the Company

Signed this _____day of _____2016

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

16th Cross Rd
1st Cross Rd
PUKHRAJ LAYOUT
ADUGODI
MAHALINGESHWARA LAYOUT
LALJINAGAR
Hosur Rd
HOMBEGOWDA NAGAR
Dairy Cir Flyover
Christ University, Bangalore
Government Industrial Training Institute
Hosur Main Road
Christ Ln
DVK Rd
IBC Knowledge Park
RBI EXTENSION
1st Main Rd
Tavarekere Main Rd
Bannerghatta Main Rd
RBI COLONY
Tilak Nagar Main Rd
CHIKKA ADUGODI
BRINDAVAN NAGAR
TAVAREKERE
JAYANAGARA
JAYA NAGAR
E End Main Rd
OLD GURAPPANAPALYA
Taaza Thindi
36th Cross Rd
4th Main Rd
KRISHNAPPA GARDEN
RAMAPPA LAYOUT
MARUTHI HBCS LAYOUT
NEW GURAPPANA PALYA
STAGE 1
BTM LAYO
27th Main Rd
28th Main Rd
Sri Jayadeva Institute of Cardiovascular...
AICOBO NAGAR
Marenahalli Rd
Outer Ring Rd
BTM LAYOUT
Google