

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (bearing No. 1/2020-2021) of the Members of M/s. Medi Assist Insurance TPA Private Limited will be held on Thursday, July 2, 2020 at 1500 Hrs. at the Registered Office of the Company at Tower D, 4<sup>th</sup> Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560 029 to transact the following business:

### SPECIAL BUSINESS

**1. To approve revision in remuneration payable to Dr. Vikram Jit Singh Chhatwal, Whole – Time Director of the Company**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special resolution

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, Companies Amendment Act, 2017 and Companies (Appointment And Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) (‘the Act’) for the time being in force and in pursuance of articles of association of the Company, approval of the members be and is hereby accorded for the revision in remuneration of Dr. Vikram Jit Singh Chhatwal, Whole Time Director of the Company from [REDACTED]

[REDACTED] which amount shall include all perquisites, emoluments and benefits as would be available to the Whole Time Director, in accordance with the terms of employment, w.e.f. April 1, 2019 with the liberty to the Board of Directors (“the Board”) to alter and vary the said terms and conditions of payment of remuneration and that the remuneration as approved herein shall be payable to Dr. Vikram Jit Singh Chhatwal as Whole – Time Director, even in events of inadequacy of profits or no profits.

**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** the remuneration payable to Dr. Vikram Jit Singh Chhatwal may be reviewed by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** any one Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby authorized severally to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the relevant forms with the Registrar of Companies and do all such acts, deeds, matters and things that may be required in connection to the above resolution.

**Medi Assist Insurance 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@mediassist.in

Web : www.mediassisttpa.in

**RESOLVED FURTHER THAT** any one Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby authorized severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** any one Board of Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby authorized severally to issue/ provide certified true copies of the forgoing resolutions.”

**2. To approve appointment of Mr. Satish V N Gidugu as Whole Time Director**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special resolution

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, Companies Amendment Act, 2017 and Companies (Appointment And Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) (‘the Act’) for the time being in force and in pursuance of articles of association of the Company, approval of the members be and is hereby accorded for appointment of Mr. Satish V N Gidugu (DIN: 06643677) as Whole – Time Director of the Company, for a term of 5 years commencing from 1st April, 2020, at a remuneration not exceeding [REDACTED] which amount shall include all perquisites, emoluments and benefits as would be available to the Whole Time Director, in accordance with the terms of employment, with the liberty to the Board of Directors (“the Board”) to alter and vary the said terms and conditions of payment of remuneration and that the remuneration as approved herein shall be payable to Mr. Satish V N Gidugu as Whole – Time Director, even in events of inadequacy of profits or no profits.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Satish V N Gidugu may be reviewed by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** any one Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby authorized severally to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the relevant forms with the Registrar of Companies and do all such acts, deeds, matters and things that may be required in connection to the above resolution.



**RESOLVED FURTHER THAT** any one Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby authorized severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** any one Board of Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby authorized severally to issue/ provide certified true copies of the forgoing resolutions.”

**By the Order of the Board  
For Medi Assist Insurance TPA Private Limited**



**Suchitra Krishnakumar,  
Company Secretary  
Membership No. A29245  
Address: FF5, Ajantha Gardens,  
Garden School Road, Uttarahalli Main Road,  
Bangalore - 560 061.**



**Date: 2<sup>nd</sup> July, 2020**

**Place: Bangalore**

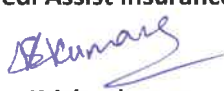
**NOTES:**

- 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, before the commencement of the meeting.
- A proxy form (MGT-11) is sent herewith. The meeting is being convened at shorter notice with the consent of the shareholders by virtue of the proviso to section 101(1) of the Companies act, 2013.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, with respect of the special business is annexed hereto.
- 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 Extra-ordinary 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 July, 2 2020.
- Participation through electronic mode is not available.
- 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 etc. Members are requested to immediately inform the Company of their change of address.

Date: 2<sup>nd</sup> July, 2020

Place: Bangalore

**By the Order of the Board  
For Medi Assist Insurance TPA Private Limited**

  
Suchitra Krishnakumar,  
Company Secretary  
Membership No. A29245  
Address: FF5, Ajantha Gardens,  
Garden School Road, Uttarahalli Main Road,  
Bangalore - 560 061.



**ANNEXURE TO NOTICE:**

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

**ITEM NO. 1**

Dr. Vikram Jit Singh Chhatwal was appointed as the Whole Time Director with effect from 1st July, 2011 under the provisions of the Companies Act, 1956 and was re-appointed for another term of 5 years as Whole-Time Director on the same terms and conditions with effect from April 1, 2019 in accordance with the Companies Act, 2013 and such other laws as may be applicable.

The Board of Directors has recommended that the remuneration of Dr. Vikram Jit Singh Chhatwal, Whole Time Director of the Company be revised to [REDACTED] annum effective 1st April, 2019 and shall be subject to the approval by the Shareholders of the Company as there has been no revision/increase in the remuneration paid to Dr. Vikram Jit Singh Chhatwal, Whole Time Director since 1st July, 2011. The remuneration paid upto March 31, 2019 was [REDACTED]

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company will pay to the Appointee, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive Remuneration as specified above.

Members are requested to note that in terms of provisions of the Act including Section 196, 197 read with Schedule V, the said payment of remuneration requires approval of the Members of the Company by way of Special Resolution.

The Board of Directors recommends the resolution set out at Item No. 1 of the EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Dr. Vikram Jit Singh Chhatwal holds 5 Equity Shares jointly with Medi Assist Healthcare Services Limited in the Company.

Dr. Vikram Jit Singh Chhatwal is interested and concerned in the Resolution mentioned at Item No.1 of the Notice. Other than Dr. Vikram Jit Singh Chhatwal, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.



## ITEM NO. 2

The Board of Directors has recommended that the designation of Mr. Satish V N Gidugu be changed to Whole – Time Director of the Company with effect from April 1, 2020. Mr. Satish V N Gidugu, who is presently Director of the Company, be appointed as an Executive Director who shall serve as Whole Time Director of the Company effective April 1, 2020 for a term of 5 years in order to meet the requirements of provisions of the Companies Act, 2013.

The Board of Directors have recommended the payment of [REDACTED] as remuneration to Mr. Satish V N Gidugu, Whole Time Director of the Company per annum effective 1<sup>st</sup> April, 2020. Members are requested to note that pursuant to the provisions contained in Companies Act, 2013 including Section 196, 197 read with Schedule V, the appointment and payment of remuneration to Whole-Time Director requires approval of the Members of the Company by way of Special Resolution.


Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company will pay to the Appointee, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive Remuneration as specified above.

The Board of Directors recommends the resolution set out at Item No. 2 of the EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Mr. Satish V N Gidugu holds 1 Equity Share as a Nominee of Medi Assist Healthcare Services Limited in the Company.

Mr. Satish V N Gidugu is interested and concerned in the Resolution mentioned at Item No.2 of the Notice. Other than Mr. Satish V N Gidugu, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.2 of the Notice.

**By the Order of the Board  
For Medi Assist Insurance TPA Private Limited**

  
**Suchitra Krishnakumar,  
Company Secretary  
Membership No. A29245  
Address: FF5, Ajantha Gardens,  
Garden School Road, Uttarahalli Main Road,  
Bangalore - 560 061.**



**Date: 2<sup>nd</sup> July, 2020**

**Place: Bangalore**

**ATTENDANCE SLIP**

**EXTRA - ORDINARY GENERAL MEETING (BEARING NO. 1/2020-2021) OF THE MEMBERS OF M/S. MEDI ASSIST INSURANCE TPA PRIVATE LIMITED WILL BE HELD ON THURSDAY, JULY 2, 2020 AT 15:00 HRS. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER D, 4<sup>TH</sup> FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE – 560 029.**

CIN	U85199KA1999PTC025676
Name of the Company	MEDI ASSIST INSURANCE TPA PRIVATE LIMITED
Office	"TOWER "D", 4 <sup>TH</sup> FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE – 560029".

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 Extra - Ordinary General Meeting on Thursday, July 2, 2020 at its Registered office at Tower "D", 4<sup>th</sup> Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560 029 at 1500 Hrs.

\_\_\_\_\_  
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 Extra - Ordinary General Meeting of the Company to be held on Thursday, July 2, 2020 at its Registered office at Tower "D", 4<sup>th</sup> Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560 029 at 1500 Hrs. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To approve revision in remuneration payable to Dr. Vikram Jit Singh Chhatwal, Whole – Time Director of the Company
2. To approve appointment of Mr. Satish V N Gidugu as Whole Time Director

Signed this \_\_\_\_ day of \_\_\_\_\_ 2020



\_\_\_\_\_  
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

