

## NOTICE

Notice is hereby given that an Extra - Ordinary General Meeting (bearing No. 2/2020 - 2021) of the members of Medi Assist Insurance TPA Private Limited will be held on Thursday, 25th March, 2021 at 09:30 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029 to transact the following business:

### **SPECIAL BUSINESS**

- 1. To consider and approve appointment of Mr. Nikhil Chopra as Whole Time Director of the Company***

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) and Article of Association of the Company as amended from time to time, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Nikhil Chopra (DIN: 06412544) as Whole time Director, for a period of five years with effect from 1st March, 2021 to 28th February, 2026 upon the principal terms and conditions set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. Nikhil Chopra and who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Ms. Suchitra Krishnakumar, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Nikhil Chopra as Whole time Director of the Company, including filing of the necessary forms with the Registrar of Companies, Karnataka.”



**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

**2. To consider and approve appointment of Ms. Himani Kapadia as an Independent Director**

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

**“RESOLVED THAT**, pursuant to the provisions of the Companies Act, 2013 along with the rules made thereunder read with Schedule IV, each as amended (**“Companies Act”**), Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions thereof, if any, Ms. Himani Kapadia (DIN: 00761555) who was appointed as an Additional Director by the board of directors of the Company w.e.f 03<sup>rd</sup> March 2021 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company, and who meets the criteria for independence as provided in Section 149(6) of the Companies Act read along with Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the **“Board”** or **“Board of Directors”**), for a term of five years commencing on 25<sup>th</sup> March, 2021 to 24<sup>th</sup> March, 2026 (both days inclusive), and she shall not be liable to retire by rotation.


**RESOLVED FURTHER THAT** Ms. Himani Kapadia is entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** any one Director of the company or Ms. Suchitra Krishnakumar, Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Ms. Himani Kapadia as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Karnataka.

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

**Date: 03<sup>rd</sup> March, 2021**

**Place: Bangalore**

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



## 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 Forty Eight hours before the commencement of the meeting.
- A proxy form (MGT-11) is sent herewith.
- Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote the Annual General Meeting.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, in 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.
- 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 and copies of accounts. Members are requested to immediately inform the Company of their change of address.
- All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra-ordinary General Meeting of the Company.



**ANNEXURE TO NOTICE:**

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

**ITEM NO. 1**

Mr. Nikhil Chopra is proposed to be appointed as a Whole time Director of the Company for a period of five years with effect from 1st March, 2021 to 28th February, 2026, on the terms and conditions in accordance with the Companies Act, 2013 and such other laws as may be applicable.

Mr. Nikhil Chopra, aged about 35 years is a Commerce graduate from Osmania University. Mr. Nikhil Chopra has been part of Medi Assist group since 2016. Before joining Medi Assist, Mr. Nikhil was a part of IndusAge Group.

Following are his other Directorships:

Sl. No.	Names of the Companies / bodies corporate / firms / association of individuals	Designation	Date of Appointment
1	Mandala Wellness Private Limited	Director	10/08/2019

Mr. Nikhil Chopra holds 1 Equity Share as a Nominee of Medi Assist Insurance TPA Private Limited in the Company. Mr. Nikhil Chopra does not have any relationship with other directors, manager and other Key Managerial Personnel of the Company.

The Board of Directors have recommended the payment of [REDACTED] to Mr. Nikhil Chopra, Whole Time Director of the Company per annum effective 1st March, 2021 to 28<sup>th</sup> February 2024 subject to increments as may be decided by the Board.

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 in accordance with applicable law.

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.

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.



None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Mr. Nikhil Chopra are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice, except in the ordinary course of business.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

## ITEM NO. 2

The Board had appointed Ms. Himani Kapadia (DIN: 00761555) as an Additional Director of the Company with effect from 03<sup>rd</sup> March 2021. In connection with the Public Offer of the Equity Shares in the holding company Medi Assist Healthcare Services Limited (“MAHS”), it is required to have at least one Independent Director of the Listed entity on the board of directors of unlisted material subsidiary as per Regulation 24 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”). Your company being an unlisted wholly owned subsidiary of MAHS is required to comply with the requirement specified under the aforementioned regulation.

In furtherance to the same, it is proposed to appoint Ms. Himani Kapadia (DIN: 00761555) as an Independent Director of the Company. The Board is of the opinion that Ms. Himani Kapadia fulfils the criteria for independent director and she has given a declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 (“Companies Act”) and Regulation 16(1)(b) of the SEBI LODR and that Ms. Himani Kapadia is independent of the management of the Company. Further, Ms. Himani Kapadia has consented to act as an Independent Director of the Company.

Ms. Himani Kapadia has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, Ms. Himani Kapadia is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act.

In terms of Section 160 of the said Act, a notice in writing has been received from a Member of the Company signifying his intention to propose Ms. Himani Kapadia as a candidate for the office of Director of the Company.

Ms. Himani Kapadia is aged 50 years and holds a Bachelor’s degree in Commerce from University of Mumbai and is a certified chartered accountant registered with the Institute of Chartered Accountants of India. Currently, she is the Chief Operating Officer at MORE - Global Production (Part of Inside Ideas Group). She was previously associated with Publicis Groupe, as CEO India, for their digital agency brands - SapientRazorfish and Digitas.



Given her background and experience, Ms. Himani Kapadia's induction will add great value to the deliberations at the meetings and her guidance will be very useful to the Board and the Company.

Presently she is a Director in the following Companies:

Sl. No.	Names of the Companies / bodies corporate / firms / association of individuals	Designation	Date on which interest or concern arose / changed
1	Grandmaster Exim Private Limited	Director	03/08/1993
2	Medi Assist Healthcare Services Limited	Independent Director	12/03/2018

The Board of Directors has recommended the appointment of Ms. Himani Kapadia as an Independent Director for a term of five years commencing from 25<sup>th</sup> March 2021 to 24<sup>th</sup> March 2026 (both days inclusive) subject to her continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and she shall not be liable to retire by rotation.

Ms. Himani Kapadia is entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Ms. Himani Kapadia, and as may be determined by the Board from time to time.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Ms. Himani Kapadia are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 of the Notice, except in the ordinary course of business.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

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

Date: 3<sup>rd</sup> March, 2021

Place: Bangalore

  
Suchitra Krishnakumar

Company Secretary

Membership No: A29245

Address: FF5, Ajantha Gardens,

Garden School Road, Uttarahalli Main road,

Bangalore - 560 061



**ATTENDANCE SLIP**

EXTRA-ORDINARY GENERAL MEETING (BEARING NO. 2/2020 - 2021) OF THE MEMBERS OF MEDI ASSIST INSURANCE TPA PRIVATE LIMITED ON THURSDAY, 25TH MARCH, 2021 AT 09:30 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 (bearing No. 2/2020 - 2021) of the Company to be held on Thursday, 25th March, 2021 at 09:30 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029.

\_\_\_\_\_  
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 (bearing No. 2/2020 - 2021) of the Company to be  
held on Thursday, 25th March, 2021 at 09:30 Hrs. at the Registered Office of the  
Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road,  
Bangalore - 560029 and at any adjournment thereof in respect of such resolutions as  
are indicated below:

1. To consider and approve appointment of Mr. Nikhil Chopra as Whole Time  
Director
2. To consider and approve appointment of Ms. Himani Kapadia as an  
Independent Director

Signed this \_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

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.





