



NOTICE

Notice is hereby given that 16th Annual General Meeting of the Members of Medi Assist India TPA Private Limited will be held on Tuesday, 29th September, 2015 at 9:30 Hrs at its Registered office at 47/1, 9th Cross, 1st Main Road, Sarakki Industrial Layout, 3rd Phase, J P Nagar, Bangalore - 560 078 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015, 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 is 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 **Ordinary Resolution**:



Medi Assist India TPA Pvt. Ltd.

CIN - U85199KA1999PTC025676

Regd Off : 'SREE KRISHNA ARCADE' # 47/1, 9th Cross, 1st Main Road, Sarakki Indl. Layout, 3rd Phase
J.P. Nagar, BANGALORE - 560 078 Tel : +91-80-2658 4811, Fax : +91-80-2658 4812, Email : info@mediassistindia.com

Web : www.mediassistindia.com

"RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder and the Article of Association of the Company, Mr. Kiran Sharadchandra Karnik, (DIN: 00542951), who was appointed as an Additional Director of the Company by the Directors with effect from 7th January, 2015 and who holds office upto the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorised to do such acts deeds and things as may be necessary and also file necessary forms with the Registrar of Companies through MCA portal."

4. To approve agreement with Holding Company - Medi Assist Healthcare Services Private Limited for cost sharing of common premises

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

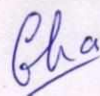
"RESOLVED THAT in accordance with the provisions of Section 188 of the Companies Act, 2013 read with Rules made there under and other applicable provisions if any, the approval of the Members be and is hereby accorded to the agreement to be entered by the Company with its Holding Company viz. Medi Assist Healthcare Services Private Limited with respect to cost sharing for the common office premises situated at Tower D, 4th Floor, IBC Knowledge Park, No. 4/1, Bannerghatta Road, Bangalore – 560029 and that the terms and conditions provided in the aforesaid agreement as placed before the meeting be and is hereby approved.



OK

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, agreements, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

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



**Megha Matoo, Company Secretary
Membership No. ACS -20114**



Place : Bangalore

Date : 4th September 2015

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 4th September 2015.
- 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**



Place : Bangalore

Date : 4th September 2015

Explanatory Statement
Section 102 of Companies Act, 2013

Item No: 3

Mr. Kiran Sharadchandra Karnik, (DIN: 00542951) was appointed as an Additional Director of the Company with effect from 7th January, 2014 and he vacates the position in the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing Mr. Kiran Sharadchandra Karnik as a candidate for the office of a Director along with Rs.1,00,000/ deposit. The Board recommends his appointment as Director of the Company.

The Board of Directors recommends passing of the Ordinary resolution as contained in item No.3 of the notice of Annual General Meeting.

No Director other than Mr. Kiran Sharadchandra Karnik is deemed to be interested in this resolution.

Item No: 4

The Company proposes to enter into an agreement with its holding company as mentioned below for cost sharing for the common office premises:

Sl.No	Name of the Related Party	Transaction Value	Nature of interest
1	Medi Assist Healthcare Services Private Limited	As per the terms and conditions of the draft agreement	Holding Company with Common Director and Shareholder

The detailed terms and conditions of the agreement including the copy of the agreement shall be made available for inspection of the members during the meeting

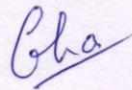


The approval of members by way of special resolution is sought as per the provisions of the Section 188 of the Companies Act, 2013 read with rules made there under, with respect to cost sharing for the common office premises with the holding company.

The Board recommends the proposed special resolution 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 except Dr. Vikram Jit Singh Chhatwal.

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



**Megha Matoo, Company Secretary
Membership No. ACS -20114**



Place : Bangalore

Date : 4th September 2015

ATTENDANCE SLIP

**16TH ANNUAL GENERAL MEETING OF MEDI ASSIST INDIA TPA PRIVATE LIMITED
ON TUESDAY, 29TH SEPTEMBER, 2015 AT 9:30 HRS AT ITS REGISTERED OFFICE AT
47/1, 9TH CROSS, 1ST MAIN ROAD, SARAKKI INDUSTRIAL LAYOUT, 3RD PHASE, J P
NAGAR, BANGALORE - 560 078**

CIN	U85199KA1999PTC025676
Name of the company	MEDI ASSIST INDIA TPA PRIVATE LIMITED
Registered office	"47/1, 9TH CROSS, 1ST MAIN ROAD, SARAKKI INDUSTRIAL LAYOUT, 3RD PHASE, J P NAGAR, BANGALORE - 560 078".

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 16th ANNUAL GENERAL MEETING on Tuesday, 29th September, 2015 at 9:30 Hrs at its Registered office at "47/1, 9th Cross, 1st Main Road, Sarakki Industrial Layout, 3rd Phase, J P Nagar, Bangalore - 560 078".

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.

MEDI ASSIST INDIA TPA PRIVATE LIMITED

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

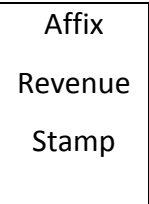
Address:.....

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
the Annual General Meeting of the Company to be held on 29th September, 2015 at
9:30 Hrs. at its Registered office at "47/1, 9th Cross, 1st Main Road, Sarakki
Industrial Layout, 3rd Phase, J P Nagar, Bangalore - 560 078"and at any
adjournment thereof in respect of such resolutions as are indicated below:

1. Approval of Financial Statements for the financial year 2014 - 2015
2. Ratification of appointment of M/s. B S R & Co LLP, Chartered Accountants as Statutory Auditor
3. To consider and approve appointment of Mr. Kiran Sharadchandra Karnik as a Director of the Company
4. To approve agreement with Holding Company - Medi Assist Healthcare Services Private Limited for cost sharing of common premises

Signed this _____ day of _____ 2015



Signature of shareholder

Signature of Proxyholder(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.

Mini Forest



Medi Assist



MTR Hotel



Abhaya Heights

Bannerghatta Road

Shoppers Stop