

VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

(CIN: U85199KA2002PTC030218)

Registered Office: 1st Floor, Tower 2,

SJR I Park EPIP Zone, Whitefield,

Bangalore, Karnataka, India, 560066

Email id: co.sec@vidalhealth.com

Website: <https://www.vidalhealthtpa.com>

Phone: 080-40125678

NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Second Annual General Meeting ("AGM") of the members of Vidal Health Insurance TPA Private Limited (the "Company") will be held on Tuesday 27 August 2024 at 09.30 A.M at 6th Floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2024, together with the Directors' and Auditors' Reports thereon
2. Appointment of M/s. KKC & Associates LLP, Chartered Accountants, (Firm Registration Number: 105146W/W100621) as Statutory Auditors and fix their remuneration

To consider, and if thought, fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) re-enactment or variation thereof, for the time being in force), M/s. KKC & Associates, LLP, Chartered Accountants (Firm Registration No: 105146W/ W100621) who being eligible for appointment as the Statutory Auditors in terms of section 141 of the Act, be and are hereby appointed as the Statutory Auditors of the Company for a period of five years, from the conclusion of Twenty Second Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting by the members of the Company, at a remuneration provided in the statement annexed therewith.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to fixing of remuneration payable, determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this



regard, without being required to seek any further consent or approval of the Members of the Company."

SPECIAL BUSINESS:

3. Regularisation of additional director, Mr. Devang Pravin Mody, by appointing him as Director of the Company

To consider, and if thought, fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Devang Pravin Mody (DIN: 07794726), who was appointed by the Board of Directors, as an Additional Director with effect from 26 April 2024 and who holds office up to the date of the this Annual General Meeting in terms of Section 161(1) of the Act, and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Devang Pravin Mody (DIN: 07794726) be paid sitting fees, pursuant to Article 27 of Articles of Association, as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. Regularization of non-executive additional independent director, Dr. Nirmala Castellino, by appointing her as independent director of the Company.

To consider, and if thought, fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

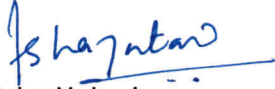
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Dr. Nirmala Castellino (DIN - 10692792), who was appointed by the Board of Directors as an additional Independent Director with effect from 1 August 2024 and who holds office upto the date of the this Annual General Meeting in terms of Section 161(1) of the Act and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 consecutive years, effective 1 August 2024 to 31 July 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Dr. Nirmala Castellino (DIN - 10692792) be paid sitting fees, pursuant to Article 27 of Articles of Association, as the Board may approve from time to time and subject to such limits prescribed from time to time.



RESOLVED FURTHER THAT the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

For and on behalf of the Board of
Vidal Health Insurance TPA Private Limited



Isha Natani

Company Secretary

Membership No: 38133

Address: Tower -1, Prestige Waterford,
ECC Road, Pattandur Agrahara,
Whitefield, Bengaluru - 560066



Date: 24 July 2024

Place: Bangalore

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- 3 Corporate Shareholders are required to send or carry a copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote thereat.
- 4 Brief details of the director, who is seeking appointment or re-appointment, are annexed hereto in terms of the requirements of the Secretarial Standard on General Meetings and provisions of the Companies Act, 2013.
- 5 A statement setting out material facts pursuant to the provisions of Section 102 of the Act, in respect of ordinary and special businesses stated at Item nos. 2, 3 and 4 is annexed hereto.
- 6 Members/Proxies are requested to carry the attendance slip/proxy form duly filled and signed for attending the meeting, along with their identity proof at the meeting for the purpose of identification.
- 7 The following statutory registers of the Company will be open for inspection by members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays up to the date of AGM and at the venue of the AGM. The following shall remain open for inspection as per the period specified above and be accessible to any member during the continuance of the meeting:
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act; and
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act
- 8 Route Map is enclosed



ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT ALONG WITH INFORMATION PURSUANT TO SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item no. 2 of the Notice relating to Appointment of M/s. KKC & Associates LLP, Chartered Accountants, (Firm Registration Number: 105146W/W100621) as Statutory Auditors and fix their remuneration

Pursuant to section 139 of the Companies Act, 2013, no auditor shall hold office more than a term of five consecutive years. Accordingly, B.S. Ravi Kumar & Associates, LLP, Statutory Auditors were ineligible, to continue as Statutory Auditors of the Company. Consequent to the vacancy created by them, the Board of Directors approved the appointment of M/s. KKC & Associates, LLP, Chartered Accountants (Firm Registration No. 105146W/ W100621) to hold office from the conclusion of the Twenty Second Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting (AGM) of the Company.

In the view of the above, approval of the members is being sought at this AGM for appointment of M/s. KKC & Associates, LLP, Chartered Accountants (Firm Registration No. 105146W/ W100621) as Statutory of the Company for a period of five years to conduct audit of accounts of the Company for the financial year ending from 31 March 2025 to 31 March 2029.

The Statutory Auditors have confirmed that their appointment and are not disqualified to be appointed as statutory auditors in terms of provision of the section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, the Board recommends the Resolution as set out at item no. 2 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Item no. 3 of the Notice relating to the regularisation of additional director, Mr. Devang Pravin Mody, by appointing him as Director of the Company

Devang Pravin Mody has been associated with Bajaj Finserv Group for the past 12 years. As President of Consumer Finance in Bajaj Finance Limited, he was the architect of the hugely popular 0% EMI loans in the consumer durables segment. He was also instrumental in extending the scope of EMI products to categories such as Furniture, Apparels, Grocery, Travel and Elective Surgeries at Hospitals including Ruby Hall Clinic- a move that was an industry first. The EMI card is another brainchild of Shri Mody with close to 4 crores of such cards being in circulation across the country today. He has also worked with GE India & EY before joining Bajaj Finserv.

Other Information:

Particulars	Details
Age	51 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile



Particulars	Details
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	26 April,2024
Shareholding in the Company	1 equity shares as the registered owner of Beneficiary - Vidal Healthcare Services Private Limited
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY 2024	NIL
Directorship of other Boards	1. Bajaj Finserv Health Limited 2. Vidal Healthcare Services Private Limited
Memberships/ Chairmanships of committees of other Boards.	<u>CSR Committee:-</u> Vidal Healthcare Services Private Limited

He is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, he has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives except Mr. Devang Pravin Mody are concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary resolution set out in Item no.3 for approval of the shareholders.

Item no. 4 of the Notice relating to the regularisation of additional director, Dr. Nirmala Castellino, by appointing her as Independent Director of the Company

Dr Nirmala Castellino completed her MBBS and MD from Nair Hospital Mumbai and has been working at the Ruby Hall Clinic, Pune, since 1994. She is the Director of the Department of Internal Medicine at Ruby Hall Clinic.

Her field of expertise is cardio-metabolic and lifestyle diseases and clinical cardiology. She is a DNB Medicine Professor and is in charge of the resident medicine doctor program at the hospital. She is also the Chairperson of the Drugs and Therapeutics committee at Ruby Hall Clinic. She is a panel physician in the Visa Medical department serving countries like Australia, UK and New Zealand and Belgium. Dr Castellino is a member of several associations like the American College of Cardiology, Cardiology Society of India, ISCCM and API to name a few.

Other Information:

Particulars	Details
Age	56 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile



Particulars	Details
Terms and Condition of re-appointment	Independent Director
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	01 August 2024
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY 2024	NIL
Directorship of other Boards	NIL
Memberships/ Chairmanships of committees of other Boards.	NIL

She is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, she has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives except Dr. Nirmala Castellino are concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary resolution set out in Item no.4 for approval of the shareholders.

For and on behalf of the Board of
Vidal Health Insurance TPA Private Limited



Isha Natani

Company Secretary

Membership No: 38133

Address: Tower -1, Prestige Waterford,
ECC Road, Pattandur Agrahara,
Whitefield, Bengaluru - 560066



Date: 24 July 2024

Place: Bangalore

ATTENDANCE SLIP

I hereby record my presence at the Twenty Second Annual General Meeting of Vidal Health Insurance TPA Private Limited ("the Company") held on Tuesday, 27 August 2024 at 09:30 a.m. at Meeting Room 6th floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014.

Name of Member	
Address	
Regd. Folio No.	
No. of Shares held	
Name of the Proxy (If any)	
Name of the Authorized Representative (If any)	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Twenty Second Annual General Meeting.

Signature of Member / Proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand over at the entrance of the meeting place.



Form No. 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]

CIN : U85199KA2002PTC030218
 Name of the Company : Vidal Health Insurance TPA Private Limited
 Registered office : 1st Floor, Tower 2, SJR i Park EPIP Zone,
 Whitefield , Bangalore, Karnataka, India - 560066.

Name of Member (s):			
Registered Address:			
Email-Id:			
Folio No./Client ID:		DP ID:	

I/ We, being the member (s) ofshares of the above named company, hereby appoint

(1) Name: _____ E-mail Id: _____
 Address _____ Signature: _____ or failing him

(2) Name: _____ E-mail Id: _____
 Address _____ Signature: _____ or failing him

(3) Name: _____ E-mail Id: _____
 Address _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Tuesday, 27 August 2024 at 09:30 a.m. IST at 6th floor Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014 and at any adjournment thereof in respect of such resolution as are indicated below.

Item No.	Ordinary Business	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2024, together with the Directors' and Auditors' Reports thereon		
2.	Appointment of M/s. KKC & Associates LLP, Chartered Accountants, (Firm Registration Number: 105146W/W100621) as Statutory Auditors and fix their remuneration		
	Special Business		
3.	Regularization of additional director, Mr. Devang Pravin Mody, by appointing him as director of the Company		
4.	Regularization of non-executive additional independent director, Dr. Nirmala Castellino, by appointing her as independent director of the Company.		

Affix revenue
Stamp of Rs. 1

Signed this _____ day of _____ 2024.

Signature of member(s)

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company.
2. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.



Route Map:

