



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](mailto:co.sec@vidalhealth.com)

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

Phone: 080-40125678

**NOTICE OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that Twenty Third Annual General Meeting ("AGM") of the members of Vidal Health Insurance TPA Private Limited (the "Company") will be held on Tuesday, 22 July 2025 at 3:00 p.m. at 6<sup>th</sup> floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014 to transact the following:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon
2. To re-appoint a director in place of Shri Devang Mody (DIN: 07794726) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 (the Act") and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS:**

3. Appointment of Ms. Neetha Uthaiah (DIN: 09567613) as a Non-Executive Director and Non-Independent Director, liable to retire by rotation.

To consider and, if thought fit, to pass with or without modifications, the following resolution as 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), Ms. Neetha Uthaiah (DIN: 09567613), who was appointed by the Board of Directors, as an Additional Director w.e.f. 27 February 2025 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 her 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, Ms. Neetha Uthaiah (DIN: 09567613) be paid sitting fees, pursuant to Article 27 of Articles of Association,

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as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT any one director 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. Approval for adoption of new set of Articles of Association (AOA) of the Company

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

"RESOLVED THAT pursuant to Section 5 and 14 and other applicable provisions, if any, of Companies Act, 2013, read with applicable rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the approval of the members of the Company be and hereby accorded to adopt a new set of Articles of Association("AOA") in substitution of existing AOA of the Company with immediate effect.

RESOLVED FURTHER THAT any one of the director, Ms. Chhavi Saraf, CFO, or Ms. Isha Natani, Company Secretary of the company be and are hereby severally authorized on behalf of the Company to take all necessary steps to give effect to this resolution including filling of necessary E-forms with the Registrar of Companies, issuing notice to the members and to do all such acts, deeds and things as may deemed to be necessary and incidental thereto."

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



Isha Natani

Company Secretary

Membership No.: A38133

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



Place: Bangalore

Date: 23 June 2025

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 special businesses stated at Item nos. 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

### BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS(SS-2)

Item no.2 of the Notice relating to re-appointment of Shri Devang Mody (DIN: 07794726), who retires by rotation.

#### Brief Profile:

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	52 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2025)	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 2025	4 Meetings in FY2025
Directorship of other Boards	1. Bajaj Finserv Health Limited 2. Vidal Healthcare Services Private Limited
Memberships/ Chairmanships of committees of other Boards.	NIL

He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Shri Devang Pravin Mody being the appointee is concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.



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

Item no. 3 of the Notice relating to Appointment of Ms. Neetha Uthaiah (DIN: 09567613) as a Non-Executive Director and Non-Independent Director, liable to retire by rotation.

Ms. Neetha Uthaiah brings over 22 years of experience across the Banking, Healthcare Delivery, Health Insurance Administration sectors. She holds master's degree in business administration and has completed her Executive post graduate Leadership Programme from IIM-Calcutta. She has a vast experience in healthcare industry.

Neetha's extensive practical experience spans end-to-end process management for both India and Middle Eastern markets, encompassing Business Administration, Process Management, Technology Deployment, Customer Service, and Operations Management. She has led Vidal Health's expansion into international markets, notably spearheading the establishment of operations in the GCC. She has led the organization's efforts to achieve and maintain the highest service standards resulting in revenue increase.

Other Information:

Particulars	Details
Age	45 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2025)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	27 February 2025
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY 2025	NIL
Directorship of other Boards	NIL
Memberships/ Chairmanships of committees of other Boards.	NIL

Ms. Neetha Uthaiah 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 members.

She is not related to any of the directors or key managerial personnel of the Company. None of the Directors, and their relatives except Ms. Neetha Uthaiah is concerned or interested, in the said item.

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



Item no. 4 of the Notice relating to adoption of new set of Articles of Association ('AOA') of the Company

Pursuant to the acquisition of its holding company, Vidal Healthcare Services Private Limited, by Bajaj Finserv Health Limited on 26 April 2024, the Company became a wholly owned subsidiary of a public company.

Pursuant to the Section 2 (71) of the Companies Act, 2013 "Public Company" means a company which—

(a) is not a private company and;

(b) has a minimum paid-up share capital as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

Consequently, the Articles of Association (AOA) of the Company which were framed in accordance with the provision applicable to a private company such a restriction on share transfers, limit on number of members etc. need to be substituted with new set of Articles in alignment with provision applicable to public company.

Pursuant to Section 14 of the Companies Act, 2013, the Company is required to adopt a new set of AOA, subject to approval by a special resolution at a general meeting, in line with Table F of the Companies Act, 2013.

Accordingly, the approval of the members is being sought by way of a special resolution.

A copy of new set of AOA of the Company is available for inspection by the members electronically.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special resolution set out in Item no.4 for approval of the members.

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



Isha Natani

Company Secretary

Membership No.: A38133

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



Place: Bangalore

Date: 23 June 2025

### ATTENDANCE SLIP

I hereby record my presence at the Twenty Third Annual General Meeting of Vidal Health Insurance TPA Private Limited ("the Company") held on Tuesday, 22 July 2025 at 3:00 p.m. at 6<sup>th</sup> 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 Third 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.



[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

CIN: U85199KA2002PTC030218 REGD OFFICE: 1ST FLOOR, TOWER 2, SJR I PARK, EPIP ZONE, WHITEFIELD, BANGALORE-560066

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

I/ We, being the member (s) of .....shares 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 Third Annual General Meeting of the Company, to be held on Tuesday, 22 July 2025 at 3:00 p.m. 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 mentioned in the Notice:.

Item No.	Ordinary Business	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon		
2.	To re-appoint a director in place of Shri Devang Mody (DIN: 07794726) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 (the Act") and being eligible, offers himself for re-appointment		
	Special Business		
3.	Appointment of Ms. Neetha Uthaiah (DIN: 09567613) as a Non-Executive Director and Non-Independent Director, liable to retire by rotation.		
4.	Approval for adoption of new set of Articles of Association (AOA) of the Company		

Affix revenue  
Stamp of Rs. 1

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

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:

