

**EGM NOTICE**

Notice is hereby given that the 01/2025-26 Extraordinary General Meeting of the members of Vidal Health Insurance TPA Private Limited will be held at a shorter notice on 19 April 2025 at 04.30 p.m. 6th Floor, Bajaj Finserv Corporate office, off Pune – Ahmednagar Road, Viman Nagar, Pune – 411014 to transact the following:

**SPECIAL BUSINESS:**

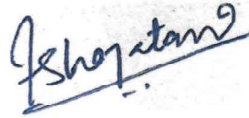
**1. APPROVAL FOR WAIVER OF EXCESS REMUNERATION PAID TO THE SHRI. GIRISH RAO, MANAGING DIRECTOR, UNDER SECTION 197(10) OF THE COMPANIES ACT, 2013**

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

“RESOLVED THAT pursuant to the provisions of Sections 197(9), 197(10) and other applicable provisions of the Companies Act, 2013 read with Schedule V and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the shareholders be and is hereby accorded to waive the recovery of excess remuneration amounting to Rs.53,14,202/- (Rupees Fifty three lakh fourteen thousand two hundred and two only) paid to Shri. Girish Rao, Managing Director of the Company, during the financial year FY2025, which exceeded the limits prescribed under Section 197(1), due to inadequacy of profits during the said year.

RESOLVED FURTHER THAT Ms. Isha Natani, Company Secretary of the Company, be and is hereby authorised to take all necessary steps to give effect to this resolution, including filing of forms and necessary returns with the Registrar of Companies and other regulatory authorities, as may be required.”

**By order of the Board  
For Vidal Health Insurance TPA Private Limited**



**Isha Natani  
Company Secretary  
Membership No. A38133  
Place: Bengaluru  
Date: 18 April 2025**



**NOTES:**

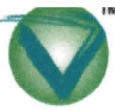
- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A 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 a written notice is given to the Company.
- 3 The statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") forms part of this notice.
- 4 Corporate Shareholders are required to send or carry of a copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote thereat.
- 5 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.
- 6 At the EGM, a resolution put to vote at the meeting shall, unless a poll is demanded under section 109 of the Act, shall be decided by show of hands.
- 7 Route map for directions to the venue of the meeting is attached.

**By order of the Board  
For Vidal Health Insurance TPA Private Limited**



**Isha Natani  
Company Secretary  
Membership No. A38133  
Place: Bengaluru  
Date: 18 April 2025**





**ANNEXURE TO THE NOTICE**

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 1:**

On 26 April 2024, the Company was acquired by a Public Company, thereby becoming a Deemed Public Company. All provisions applicable to a public company, including those related to managerial remuneration under Section 197, become applicable

In view of the inadequacy of profits during the FY2025, the Company has paid remuneration of Rs. 53,14,202/- (Rupees Fifty three lakh fourteen thousand two hundred and two only) to Shri Girish Rao, Managing Director of the Company, which exceeds the limits prescribed under Section 197 of the Companies Act, 2013.

Accordingly, pursuant to the provisions of Section 197(10), the Company is seeking the approval of the shareholders by way of a special resolution to waive the recovery of such excess remuneration already paid. The Company is not required to specify the conditions mentioned under Schedule V of the Companies Act in this regard, and hence the detailed disclosures as required under Schedule V are not being furnished herein.

Accordingly, the Board of Directors of the Company has approved the proposal for waiver of the excess remuneration and recommends passing of the special resolution by the shareholders in this regard.

**By order of the Board  
For Vidal Health Insurance TPA Private Limited.**

**Isha Natani  
Company Secretary  
Membership No. A38133  
Place: Bengaluru  
Date: 18 April 2025**



**PROXY FORM**

**Form No. MGT-11**

**[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 the member(s) :

Registered address :

E-mail ID :

Folio No/Client ID/DP ID :

I/We, being the member(s) of \_\_\_\_\_ shares of the abovenamed company, hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2025-26 extra-ordinary general meeting of the Company, to be held on \_\_\_\_\_ at \_\_\_\_\_ at 6th Floor, Bajaj Finserv Corporate office, off Pune – Ahmednagar Road, Viman Nagar, Pune – 411014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Special Business	For	Against
1	Approval for waiver of excess remuneration paid to the Shri. Girish Rao, Managing Director, under section 197(10) of the Companies Act, 2013		

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

Signature of shareholder

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/corporate 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.

**ATTENDANCE SLIP**

Folio No./DP ID/Client ID:

Name & Address:

Name(s) of joint holder(s), if any:

No. of shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on \_\_\_\_\_ at \_\_\_\_\_ at 6th Floor, Bajaj Finserv Corporate office, off Pune – Ahmednagar Road, Viman Nagar, Pune – 411014

\_\_\_\_\_  
Full name of proxy (in case of proxy)

\_\_\_\_\_  
Signature of first holder/proxy

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

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

**ROUTE MAP**

