

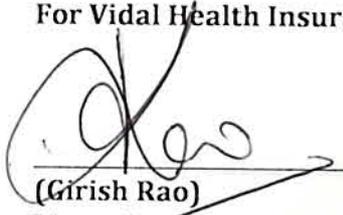
Date: 20th November 2020

Dear Shareholders, Directors and Auditors,

You are cordially invited to attend the Annual General Meeting (the 'AGM') of the members of "Vidal Health Insurance TPA Private Limited" (the 'Company') to be held at a shorter Notice on Friday, the 27th Day of November, 2020 at 11.00 A.M at 1st Floor, Tower 2, SJR I Park EPIP Zone, Whitefield Bangalore KA 560066 IN. The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For Vidal Health Insurance TPA Private Limited



(Girish Rao)

Managing Director

DIN - 00073937

**Address: Villa 132, PHASE 1, Adarsh Palm Meadows,
Varthur Main Road Ramagundanahalli,
Whitefield, Bengaluru 560066**

VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

(Formerly Known as Vidal Health TPA Private Limited)

Regd & Corp Office: 1st Floor, Tower-2, SJR I Park, EPIP Zone, Whitefield,
Bangalore-560066. Phone: 080-40125678. www.vidalhealthtpa.com

(CIN: U85199KA2002PTC030218)

(IRDAI Regn No. : 016)



NOTICE TO MEMBERS

Notice is hereby given that 18th Annual General Meeting of the members of **Vidal Health Insurance TPA Private Limited** will be held on Friday, 27th November, 2020 at 11.00 A.M at the registered office of the Company at 1st Floor, Tower 2, SJR i Park, EPIP Zone, Whitefield, Bangalore-560066 to transact the following Business:

Ordinary Business:

1. **To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 and the reports of the Boards of Directors and the Auditors :**

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

"RESOLVED THAT pursuant to Section 129 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, the Audited Financial Statement for the financial year ended 31st March, 2020, the Auditors' Report and the Directors' Report, as circulated to the Shareholders and laid before the meeting, be received, considered and adopted."

Special Business:

2. **TO MAKE LOANS AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF COMPANIES ACT, 2013**

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

RESOLVED THAT pursuant to 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being enforce), subject to the terms of Articles of Association of the company, the consent of the members be and is hereby accorded to the Board of Directors for making investment in excess of limits specified under section 186 of companies act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing to any body corporate or other person/entity for an amount not exceeding Rs. 60 Crores (Rupees Sixty Crores Only) notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186, of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

(Formerly Known as Vidal Health TPA Private Limited)
Regd & Corp Office: 1st Floor, Tower-2, SJR I Park, EPIP Zone, Whitefield,
Bangalore-560066. Phone: 080-40125678. www.vidalhealthtpa.com
(CIN: U85199KA2002PTC030218)
(IRDAI Regn No. : 016)



3. TO INCREASE THE AUTHORISED SHARE CAPITAL

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

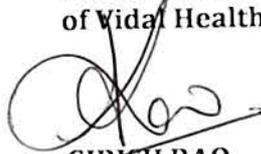
"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and subject to the approval of members of the Company, the consent of Board of Directors be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 100,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,00,00,000 /- (Rupees Thirty Crores Only) divided into 300,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten only) each by the creation of additional 200,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

V "The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 300,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten only) with the power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the Articles of Association of the company to vary, modify, or abrogate any such rights, privileges, conditions and restrictions in such manner as may for the time being be permitted by the Articles of Association of the company or the legislative provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

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



GIRISH RAO

Managing Director

DIN: 00073937

**Address: Plot No 132, Phase I, Palm
Meadows, Whitefield, Road,
Ramagundanhalli, Bangalore, 560066.**



Place: Bangalore

Date: 20th, November, 2020

VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

(Formerly Known as Vidal Health TPA Private Limited)

Regd & Corp Office: 1st Floor, Tower-2, SJR I Park, EPIP Zone, Whitefield,
Bangalore-560066. Phone: 080-40125678. www.vidalhealthtpa.com

(CIN: U85199KA2002PTC030218)

(IRDAI Regn No. : 016)

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.

Pursuant to provision of section 105 of the Companies Act, 2013 read with applicable rules thereon, a person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Members/ Proxies/ Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Attendance Slips will not be distributed at the Meeting.
- 4) Route Map is enclosed
- 5) The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Notice dated 20th November, 2020

ITEM NO.2

TO MAKE LOANS AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 60 Crores (Rupees Sixty Crores Only) notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186, of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution except to the extent of their respective shareholdings in the Company if any.



VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

(Formerly Known as Vidal Health TPA Private Limited)

Regd & Corp Office: 1st Floor, Tower-2, SJR I Park, EPIP Zone, Whitefield,

Bangalore-560066. Phone: 080-40125678. www.vidalhealthtpa.com

(CIN: U85199KA2002PTC030218)

(IRDAI Regn No. : 016)

ITEM NO.3

INCREASE IN AUTHORISED SHARE CAPITAL

The company is diversifying its business and in order to meet the fund requirement, it is considered necessary to increase authorized share capital of the company. The authorised share capital of the company is proposed to increase from Rs. 10,00,00,000 (Rupees Ten Crore Only) to Rs. 30,00,00,000 (Rupees Thirty Crore Only). Accordingly, clause V of the Memorandum of Association containing capital description is also proposed to be altered in conformity with the proposed increase in Authorised Share Capital.

Provisions of the company law stipulate that to increase the authorized capital, the company should obtain approval of shareholders. Hence, this resolution is placed before shareholders to pass as ordinary resolution.

None of the directors is interested in this resolution

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



GIRISH RAO
Managing Director
DIN: 00073937
Address: Plot No 132, Phase I, Palm
Meadows, Whitefield, Road,
Ramagundanhalli, Bangalore, 560066.



Place: Bangalore
Date: 20th, November, 2020

VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED

(Formerly Known as Vidal Health TPA Private Limited)
Regd & Corp Office: 1st Floor, Tower-2, SJR I Park, EPIP Zone, Whitefield,
Bangalore-560066. Phone: 080-40125678. www.vidalhealthtpa.com
(CIN: U85199KA2002PTC030218)
(IRDAI Regn No. : 016)

PROXY FORM

MGT-11

[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:	

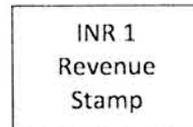
I/ We, being the member (s) of shares of the above named company, hereby appoint

1. of having E-mail Id : or failing him
2. of having E-mail Id : or failing him
3. of having E-mail Id : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the of the Company, to be held on 27th November, 2020 at 11.00 A.M. at the registered office at 1st Floor, Tower 2, SJR I Park, EPIP Zone, Whitefield, Bangalore and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Ordinary Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 and the reports of the Boards of Directors and the Auditors		
Item No.	Special Resolution	For	Against
2	To make loans and investment by the company under section 186 of companies act, 2013		
3	Increase in authorised share capital		

Signed this day of..... 2020



Signature of Proxy holder(s)

Signature of shareholder

Note: This form of proxy 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.

ATTENDANCE SLIP

AGM of the Company held on at

Regd. Folio No._____/DP ID_____ Client ID/Ben. A/C_____ No. of shares held_____

Name:

Address:

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the AGM of the Company 27th November, 2020 at 11.00 A.M. at the registered office at 1st Floor, Tower 2, SJR I Park, EPIP Zone, Whitefield, Bangalore.

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.

