

NOTICE

NOTICE of shorter duration is hereby given that Nineteenth Extra-ordinary General Meeting of Max Bupa Health Insurance Company Limited will be held on Thursday, January 31, 2019, at 1645 hrs (IST) at Max Bupa Office (NOC), B-1/I-2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi – 110044, India to transact the following business:-

Special Business:-

1. Reappointment of Mr. K. Narasimha Murthy (DIN: 00023046) as an Independent Director of the Company

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. K. Narasimha Murthy (DIN: 00023046), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for being reappointed, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from September 24, 2018 to September 23, 2023.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197(5) and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. K. Narasimha Murthy (DIN: 00023046) be paid, the sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), Mr. Rahul Ahuja (Chief Financial Officer), Mr. Partha Banerjee (Director & Head – Legal, Compliance & Regulatory Affairs) and Mr. Rajat Sharma (Company Secretary) be and are hereby jointly and/or severally authorized on behalf of the Company to take all actions as they may severally deem fit, including making necessary filing/intimation, if any, with the Authorities and do all such acts deeds and things as may be required or considered necessary or incidental thereto.”

Max Bupa Health Insurance Company Limited
CIN – U66000DL2008PLC182918

Corporate Office: B1/I-2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi – 110044
Tel.: + 91-11-30902000, Fax No.: +91-11-30902010, www.maxbupa.com

Registered Office: Max House, 1 Dr. Jha Marg, Okhla, New Delhi - 110020



HEALTH INSURANCE

By order of the Board of Directors
For **Max Bupa Health Insurance Company Limited**

Rajat Sharma
Company Secretary

Membership No – F7069
B1 / I-2, Mohan Cooperative Industrial Area,
Mathura Road, New Delhi – 110044, India.
Email ID: rajat.sharma@maxbupa.com

Place: New Delhi
Date: January 31, 2019

Notes:

1. Pursuant to Section 102 of the Companies Act 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended to the notice.
2. In terms of the provisions of Section 113 of the Companies Act, 2013, the corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution or Power of Attorney authorizing their representative(s) to attend and vote at the Extra-ordinary General Meeting.
3. The statutory registers of the Company and the documents referred to in the notice and accompanying explanatory statement shall be open for inspection by the members at the Registered Office of the Company and at the venue of the meeting during working hours between 10.00 A.M. and 2.15 P.M. The copies of the relevant documents shall also be made available for inspection at the Head Office and Corporate Office of the Company.
4. The meeting has been convened at a shorter notice and will require consent of at least 95% of the members entitled to vote as per the requirements of Section 101 of the Companies Act 2013 and Secretarial Standard 2 to validate the meeting. The Letter seeking approval of shareholders to convene the Extra Ordinary General Meeting at a shorter Notice on January 31, 2019 is attached herewith and the members are requested to duly sign and provide the same.

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5. A Route Map along with prominent landmark for easy location to reach the venue is annexed to this notice.
6. Members/ authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7. THE COMPANY IS CONVENING ITS MEETING AT SHORTER NOTICE THEREFORE THE REQUIREMENT OF FORTY EIGHT HOURS FOR SUBMISSION OF PROXY FORM CANNOT BE MET WITH, HENCE THE FORM MGT-11 IS NOT APPLICABLE IN THIS CASE.**

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Explanatory statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item no. 1

Re-appointment of Mr. K. Narasimha Murthy as an Independent Director of the Company

Pursuant to Section 149 of the Companies Act, 2013 read with the Rules framed there under, Mr. K. Narasimha Murthy is proposed to be reappointed as an Independent Director on the Board of the Company with effect from September 24, 2018. Mr. K. Narasimha Murthy fulfills the requisite conditions of being an Independent Director as specified in section 149(6) of the Companies Act, 2013. The reappointment of Mr. K. Narasimha Murthy as an Independent Director of the Company is for a term of 5 years starting from September 24, 2018 upto September 23, 2023.

Initially Mr. Murthy was appointed as an Independent Director of the Company for a term of five consecutive years from September 24, 2013.

A notice under Section 160 of the Act, in writing, has been received from Max India Limited of the Company proposing the candidature of Mr. K. Narasimha Murthy as an Independent Director of the Company.

A brief profile of Mr. K. Narasimha Murthy is attached as Annexure 1 for the information of the shareholders.

The Company has received consent from Mr. K. Narasimha Murthy to act as a Director of the Company along with a declaration under Section 149 of the Companies Act, 2013 and intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Therefore, basis the annual performance evaluation, the Board of Directors is of the opinion that Mr. Murthy is the person of integrity and possesses relevant experience and expertise. The Board recommends the re-appointment of Mr. Murthy as an Independent Director to the members of the Company.

As per the provisions of the Section 149 (13) of the Companies Act, 2013, Mr. K. Narasimha Murthy shall not be liable to retire by rotation.

Except Mr. Murthy, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution except to the extent of their shareholding, if any.

Based on the various disclosures and declarations received from Mr. K. Narasimha Murthy, the Board of Directors is of the opinion that Mr. K. Narasimha Murthy fulfills the conditions specified in the Companies Act, 2013 and Rules framed there under and that he is independent of the management of the Company.

Details of Directors as per Secretarial Standard – 2

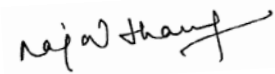
Name	Mr. K. Narasimha Murthy
Date of Birth	13.08.1957
Age	61
Nationality	Indian
Date of first appointment	April 27, 2010
Date of appointment (proposed)	September 24 2018
Term of appointment	Term of 5 years starting from September 24, 2018 upto September 23, 2023
Remuneration last drawn	Nil
Remuneration sought to be paid	Sitting fees, within the limits prescribed under the Companies Act, 2013 and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof
Shareholding in the Company	Nil
Qualifications and expertise in specific functional areas	B.SC, FCA, FCMA
No. of Board meetings attended during the year (financial year)	3
Relationships with other Directors, Manager & other KMP	NIL
Experience	40 years (approx.)
Chairmanship/ Directorship held in other companies (excluding foreign companies and Section 8 companies)	As per list attached
Chairmanships/ Memberships of Committees in other companies	As per list attached

A statement setting out the material facts in the nature of concern or interest, financial or otherwise of every director and the manager and every other key managerial person and relatives thereof, concerning item of special business to be transacted at a general meeting:-

S. NO.	DIN of Director/ Manager/KMP/ Relative	Name of KMP/Director	Nature of concern or interest, Financial or otherwise	Nature of Other Interest
1.	NA	NA	NA	NA

The Board recommends passing of the resolution contained in Item No. 1 as a special resolution.

By order of the Board of Directors
For **Max Bupa Health Insurance Company Limited**



Rajat Sharma
Company Secretary
Membership No – F7069
B1 / I-2, Mohan Cooperative Industrial Area,
Mathura Road, New Delhi – 110044
Email ID: rajat.sharma@maxbupa.com

Place: New Delhi
Date: January 31, 2019

BRIEF PROFILE OF Mr. K. NARASIMHA MURTHY

K. NARASIMHA MURTHY (61), having brilliant academic record, getting ranks in both CA & ICWA courses entered the Profession of Cost & Management Accountancy in 1983. He is associated with the development of Cost & Management Information Systems for more than 175 Companies covering more than 50 Industries. In addition, he is closely associated with turning around of many large Corporate, focusing on systems improvement with Cost Reduction approach.

He is closely involved with several National level Institutions, presently on the Boards of STCI Finance Ltd. (Formerly Securities Trading Corporation of India Ltd.), Infiniti Retail Limited (Tata Croma), Max Life Insurance Company Ltd., Max Healthcare Institute Ltd., Max Bupa Health Insurance Company Ltd., Max Specialty Films Ltd. In addition, he is associated as Member Tirumala Tirupathi Devasthanams Internal Audit & Investment Committees and Member on the Cost Accounting Standards Board of Institute of Cost Accountants of India.

Earlier, he was associated as a Director with Oil and Natural Gas Corporation Ltd. (2013-'16), IDBI Bank Ltd.(2001-'11), LIC Housing Finance Ltd. (2005-'15), UTI Bank Ltd., (presently AXIS Bank)(1999-2004), Member Board of Supervision NABARD (2005-'15), Unit Trust of India (UTI)(2002-'03), IFCI Ltd.(2008-'09), AP State Finance Corporation (2009-'15), APIDC Ltd., Bombay Stock Exchange etc. As Chairman of Expert Committee on Urban Co-op. Banks (UCBs) (2002) in Andhra Pradesh, analyzed the performance of more than 140 UCBs. Recommendations of the Committee are well received / accepted, being implemented by the concerned agencies.

He has been associated with more than 35 High Level Committees as Chairman / Member both at National & State Level, which include Audit Reforms Implementation Committee on Public Sector Banks, Prasara Bharati Restructuring Committee, Expert Committee on Common Wealth Games, Restructuring Committee of State Level PSUs, Expert Committee on Co-op. Credit Institutions, Fiscal Reforms Implementation Committee, TTD Investment Committee - Tirupati etc.

He is also associated with the development of Cost Accounting Record Rules for many Industries as a member of Informal Advisory Committee, Dept. of Corporate Affairs, Govt. of India. His efforts in the furtherance of Costing & Management Accounting Profession in India were recognized by the Institute of Cost & Works Accountants of India (ICWAI) which has honoured him by giving Citation in October 2007. Recently, he is nominated as Chairman of the Expert Committee on Financial Ponzi Schemes and Adviser (Financial Services) by the Government of Andhra Pradesh in the rank of Special Chief Secretary.

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List of companies in which Mr. Murthy is the director:

Sl. No.	Name of the Companies/ Bodies Corporate/Firms/ Association of individuals	Nature of Interest or concern/change in interest or concern
1	Max Speciality Films Limited	Independent Director
2	Max Healthcare Institute Limited	Independent Director
3	Max Ventures and Industries Limited	Independent Director
4	Infiniti Retail Limited	Director
5	STCI Finance Limited	Director
6	Max Bupa Health Insurance Company Limited	Director
7	Max Life Insurance Company Limited	Director
8	Srikari Management Consultants Pvt. Ltd.	Director
9	Saket City Hospitals Private Limited	Director
10	Max India Limited	Director

Details of Chairmanships/ Memberships of Committees of the Companies

Sl. No.	Name of the Company	Name of the Committees	Chairman/Member
1.	Max Bupa Health Insurance Company Limited	Audit Committee	Chairman
		Risk Committee	Member
		Nomination & Remuneration Committee	Chairman
2.	STCI Finance Limited	Audit Committee	Chairman
		Nomination, Remuneration & HRD Committee	Member
		CSR Committee	Member
3.	Infiniti Retail Limited	Nomination and Remuneration Committee	Member
		Audit and Ethics Committee	Member
4.	Max Healthcare Institute Ltd	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
5.	Max Life Insurance Company Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Risk, Ethics and Asset Liability Management Committee	Chairman
		With Profits Committee	Chairman
6.	Max Speciality Films Limited	Audit Committee	Chairman

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		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
7.	Saket City Hospitals Private Limited.	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
8.	Max Ventures and Industries Limited	Nomination and Remuneration Committee	Chairman
		Investment & Finance Committee	Member
		Audit Committee Member	Member

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Attendance Slip
(to be presented at the entrance)

MAX BUPA HEALTH INSURANCE COMPANY LIMITED

CIN: U66000DL2008PLC182918

Registered Office: Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110020, India.

19th Extra-ordinary General Meeting to be held on Thursday, January 31, 2019 at 1645 hrs at Max Bupa Office (NOC), B-1/I-2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi – 110044, India.

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

I hereby record my presence at the 19th Extra-ordinary General Meeting of the Company being held at Max Bupa Office (NOC), B-1/I-2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044, India, on Thursday, January 31, 2019 at 1645 hrs.

DP ID No:	Client ID No:
Number of Shares:	
Name of the Member:	Signature:
Name of the Proxy holder:	Signature:

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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CONSENT BY SHAREHOLDER TO SHORTER NOTICE
[Pursuant to Section 101(1) of the Companies Act, 2013]

To,

**The Board of Directors,
Max Bupa Health Insurance Company Limited,
Max House,
1, Dr. Jha Marg, Okhla,
New Delhi – 110020
India**

I, -----(Nominee Shareholder of -----)/ (Authorised representative of -----
-----), S/o -----, R/o-----/ having its Registered
office situated at -----, the registered holder of ----Equity Shares of Rs.10/-
each in Max Bupa Health Insurance Company Limited ('the Company'), hereby give my
consent pursuant to Section 101(1) of the Companies Act, 2013, to hold an Extra –
Ordinary General Meeting of the Company on Thursday, January 31, 2019 at 1645
hrs at Max Bupa Office (NOC), B-1/I-2, Mohan Cooperative Industrial Estate, Mathura
Road, New Delhi – 110044, India, at shorter notice.

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Signed this 31st January, 2019

Max Bupa Health Insurance Company Limited
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Route Map and landmark to the Venue



Max Bupa Office (NOC), B-1/I-2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi – 110044

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