

NOTICE

NOTICE is hereby given that the Sixteenth Extra-ordinary General Meeting of Max Bupa Health Insurance Company Limited will be held on Friday, October 28, 2016 at 1400 hrs (IST) at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi - 110011 at a shorter notice to transact the following as special business:-

Special Business

1. Approval of the Logo usage agreement between the Max India Limited (formerly Taurus Ventures Limited; CIN U85100PB2015PLC039155) and Max Bupa Health Insurance Company Limited



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 184, 188 and other the applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and guidelines issued by the Insurance Regulatory and Development Authority (the “IRDAI”) Ref No. IRDA/Life/Misc/Cir/123/05/2014, for use of Trade Logo of Promoting Partners by the Insurance Companies (the “IRDA Guidelines”) (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for entering into the Trade Mark License Agreement and other related agreements with its holding Company namely Max India Limited (formerly known as Taurus Ventures Limited), on such terms and conditions as determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all actions as they may severally deem fit, including making necessary filing/intimations, if any, with the Authorities and do all such acts, deeds and things as may be required or considered necessary or incidental thereto for the purpose of giving effect to the aforesaid resolution.”

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

Place: New Delhi
Date: October 28, 2016



Rajat Sharma
Company Secretary

Membership No - F7069

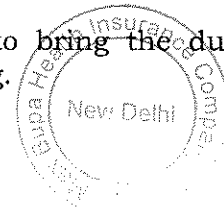
B1 / I-2, Mohan Cooperative Industrial Area,
Mathura Road, New Delhi - 110044
Email ID: rajat.sharma@maxbupa.co

Max Bupa Health Insurance Company Limited
CIN - U66000DL2008PLC182918

Corporate Office: Block B1/1-2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044
Tel.: + 91-11-30902000, Fax No.: +91-11-30902010, www.maxbupa.com

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 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 documents referred to in the proposed resolution and explanatory are open for inspection by the members at the Registered Office of the Company during working hours between 10.00 A.M. and 2.15 P.M., except on holidays.
4. The meeting has been convened at a shorter notice and will require consent of at least 95% of the shareholders as per the requirements of Section 101 of the Companies Act 2013 to validate the meeting.
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.



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

1. Approval of the Logo usage agreement between the Max India Limited (formerly Taurus Ventures Limited; CIN U85100PB2015PLC039155) and Max Bupa Health Insurance Company Limited (the Company)

The Company had executed a Trademark License Agreement with Max Financial Services Limited (formerly Max India Limited; CIN L24223PB1988PLC008031) on December 23, 2009, for usage of the Max Logo ("TM License Agreement").

On May 5, 2014, the Insurance Regulatory and Development Authority ("IRDAI") issued certain Guidelines (Ref No. IRDA/Life/Misc/Cir/123/05/2014) on the usage of Trade Logo of promoting partners by the Insurance Companies (the "IRDA Guidelines") which are required to be adhered to by Insurance Companies.

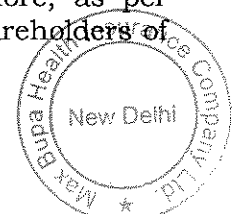
Accordingly, the Company is required to observe the compliance of terms of the IRDA Guidelines for which the Company in November 2014, sought for extension of time from the IRDA to amend the TM Agreement.

Further, pursuant to the Scheme of Arrangement of Max Financial Services Limited (formerly known as Max India Limited), duly approved by the Hon'ble High Court of Punjab & Haryana vide its order dated December 14, 2015 and which was made effective on January 15, 2016, the Max Logo which was licensed to the Company in accordance with the Trademark License Agreement, now vest with Max India Limited (formerly Taurus Ventures Limited).

The Company and Max India Limited (formerly Taurus Ventures Limited) have agreed to amend TM License Agreement to adhere to the provisions of the IRDA Guidelines by executing an Amendment to the Trade Mark License Agreement. The terms of the Amendment to the TM License Agreement are open for inspection by any member during working hours between 10.00 A.M. and 2.15 P.M., except on holidays at Registered and Corporate Office of the Company.

It may be noted that the Company is a subsidiary of Max India Limited (formerly known as Taurus Ventures Limited) in terms of 2 (87) of the Companies Act, 2013 and therefore, it is considered as Related Party to Company and the aforesaid, Trade Mark arrangements, providing usage of their respective trademark/logo without charging any royalty fee in the initial period of few years, falls into the ambit of related party transactions in terms of Companies Act, 2013.

As the proposed changes to the Trade Mark License Agreement are not in the ordinary course of business and not at arm's length basis, therefore, as per section 188 of the Companies Act, 2013, the prior approval of the Shareholders of



the Company is required to carry out the said amendments to the TM License Agreement.

The details as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

S. No.	Particulars	Details
1.	Name of the Related Party	Max India Limited (formerly Taurus Ventures Limited; CIN U85100PB2015PLC039155)
2.	Name of the Directors and KMP who is related, if any	Mohit Talwar Rahul Khosla
3.	Nature of relationship	Common Directors.
4.	Nature, material terms, monetary value and particulars of the Contract or arrangement	As mentioned in the explanatory statement.
5.	Any other information	N.A

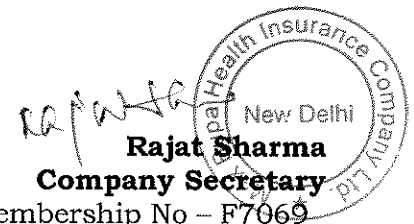
The Board recommends the resolution as set out at Item No. 1 of the notice for your approval.

Mr. Rahul Khosla and Mr. Mohit Talwar, common directors of Max India Limited (formerly known as Taurus Ventures Limited) and the Company are deemed to be interested in the matter.

Save and except the above, other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding.

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

Place: New Delhi
Date: October 28, 2016



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

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

16th Extra-ordinary General Meeting to be held on Friday, October 28, 2016 at 1400hrs at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi – 110011.

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

I hereby record my presence at the 16th Extra-ordinary General Meeting of the Company being held at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi – 110011, on Friday, October 28, 2016 at 1400 Hrs.

Folio No :	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.

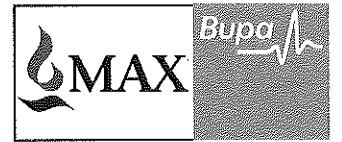


Max Bupa Health Insurance Company Limited

CIN - U66000DL2008PLC182918

Corporate Office: Block 81/1-2, 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

Form No. MGT-11

16th EXTRA-ORDINARY GENERAL MEETING

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: - U66000DL2008PLC182918

Name of the Company: - Max Bupa Health Insurance Company Limited

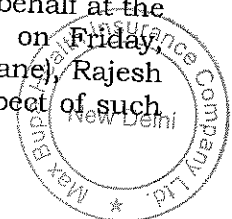
Registration Office: - Max House, 1, Dr. Jha Marg, Okhla, New Delhi - 110020

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 above named 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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Extra-Ordinary General Meeting of the Company to be held on on Friday, October 28, 2016 at 1400 Hrs(IST) at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi - 110011 and at any adjournment thereof in respect of such resolutions as are indicated below:



Max Bupa Health Insurance Company Limited

CIN - U66000DL2008PLC182918

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Tel.: + 91-11-30902000, Fax No.: +91-11-30902010, www.maxbupa.com

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

Resolution No:-

1. Special business

- a) Approval of the Logo usage agreement between the Max Financial Services Limited (formerly known as Max India Limited) and Max Bupa Health Insurance Company Limited

Signed this..... day of..... 20....

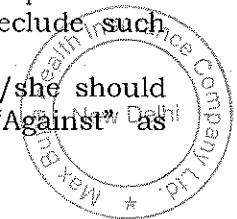
Affix Revenue
Stamp

Signature of Shareholder:

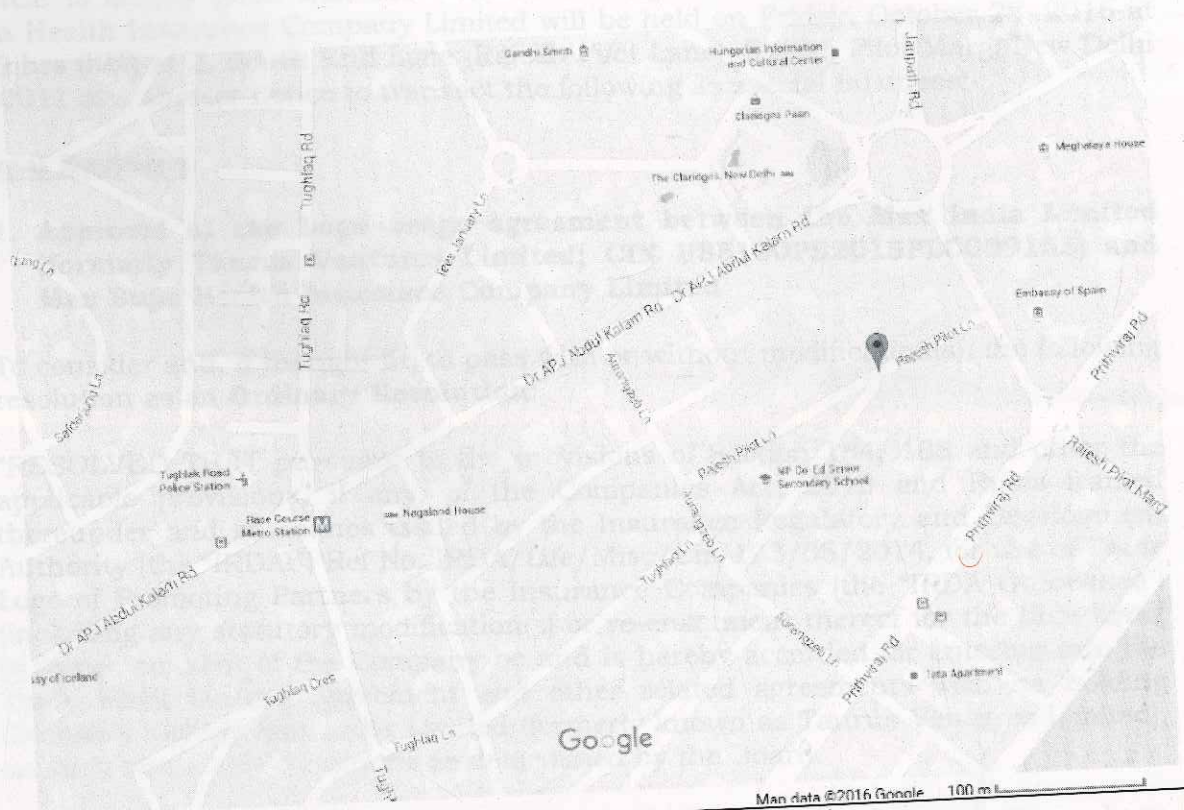
Signature of Proxy holder(s):

Instructions:

1. 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.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



Route Map and landmark to the Venue



2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi-110011



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