

**NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Eighth Annual General Meeting of the members of Max Bupa Health Insurance Company Limited will be held on **Tuesday, August 02, 2016** at 1500 hrs (IST) at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi - 110011 at a shorter notice to transact the following businesses:

**ORDINARY BUSINESS**

- (1) To receive, consider and adopt the audited Financial Statements comprising the Balance Sheet of the state of affairs of the Company as at March 31, 2016 along with Revenue Account for the financial year ended March 31, 2016, Profit & Loss Account for the financial year ended March 31, 2016, Receipts & Payments Account for the financial year ended March 31, 2016, the Management Report together with Board's Report and Independent Auditor's Report thereon.
- (2) To appoint a Director in place of Mr. Rahul Khosla (DIN 03597562), who retires by rotation, and being eligible, offers himself for re-appointment.
- (3) To appoint a Director in place of Mr. Rajesh Sud (DIN 02395182), who retires by rotation, and being eligible, offers himself for re-appointment.
- (4) **To reappoint M/s Nangia & Co, Chartered Accounts, New Delhi (ICAI FRN - 002391C) as Joint Statutory Auditors**

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

"RESOLVED THAT on the basis of recommendation of the Board Audit Committee and pursuant to section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz; the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modifications and re-enactments thereof for the time being in force), pursuant to the Shareholder's approval at their 7<sup>th</sup> Annual General Meeting held on July 17, 2015, and IRDAI Regulations and Corporate Governance Guidelines, M/s Nangia & Co, Chartered Accountants, Mumbai (ICAI FRN- 002391C) retiring auditors of the Company, being eligible, be and are hereby re-appointed as the Joint Statutory Auditor of the Company to hold office from the conclusion of the 8th Annual General Meeting (AGM) of the Company until the conclusion of the 9th Annual General Meeting of the Company to be held in the year 2017, on such terms & conditions including remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax and other tax (es) as may be applicable, and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company;

RESOLVED FURTHER THAT Mr. Rahul Ahuja (Chief Financial Officer), Mr. Rajat Sharma (Company Secretary) and Mr. Anand Roop Choudhary (Head of

Legal) be and is/are hereby authorized jointly and/ or severally on behalf of the Company to take all actions as they may severally deemed expedient to give effect to the resolution, 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.”

(5) **Appointment of M/s M.P. Chitale & Co., Chartered Accountants, (ICAI FRN – 101851W) as Joint Statutory Auditors of the Company**

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

“RESOLVED THAT on the basis of recommendation of the Board Audit Committee and pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modifications and re-enactments thereof for the time being in force), pursuant to IRDAI Regularization and Corporate Governance Guidelines, M/s M.P. Chitale & Co., Chartered Accountants, (ICAI FRN – 101851W), being eligible, be and are hereby appointed as the Joint Statutory Auditor of the Company, to hold office from the conclusion of 8th Annual General Meeting (AGM) of the Company until the conclusion of the 10th Annual General Meeting to be held in the year 2018 subject to ratification of their appointment by shareholders of the Company at every Annual General Meeting on such terms & conditions including remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax and other tax(es) as may be applicable, and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company;

RESOLVED FURTHER THAT Mr. Rahul Ahuja (Chief Financial Officer), Mr. Rajat Sharma (Company Secretary) and Mr. Anand Roop Choudhary (Head of Legal) be and is/are hereby authorized jointly and/ or severally on behalf of the Company to take all actions as they may severally deemed expedient to give effect to the resolution, 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.”

**SPECIAL BUSINESS**

(6) **Regularization of appointment of Mr. Ashish Mehrotra as a Director (DIN:7277318) of the Company**

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 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made

thereunder, (including any statutory modifications or re-enactments thereof) Mr. Ashish Mehrotra (DIN - 07277318) who was appointed as an Additional Director of the Company with effect from November 04, 2015, and who holds office up to the date of this Annual General Meeting and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing, from a member proposing his candidature, be and is hereby appointed as a Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Rajat Sharma (Company Secretary) and Mr. Anand Roop Choudhary (Head of Legal) be and is/are hereby authorized jointly and/ or severally on behalf of the Company to take all actions as they may severally deemed expedient to give effect to the resolution, 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."

(7) **Further issue of share Capital**

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 Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) read with Memorandum and Articles of Association of the Company and other applicable laws Rules, the consent of the Company be and is hereby accorded to the Board to issue and allot on Rights Basis, from time to time, in one or more tranches, up to 10.1 crore equity shares of Rs. 10 each fully paid up for cash at par in the share capital of the Company within a period of 12 months from the date of this resolution, on Rights basis, to the shareholders of the Company appearing as Members in the Register of Members, on the date of Rights offer, as the Board may decide and that such equity shares shall rank pari passu with the existing shares of the Company:

RESOLVED FURTHER THAT any of the Directors of the Company and/or Mr. Rajat Sharma, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

(8) **To approve the amendments in the Articles of Association**

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

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“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company as follows:

- (i) Definition of “Financial Investor Transferee” is introduced after the definition of “Fair Market Value”:

**“Financial Investor Transferee means:**

- (a) A banking company as defined under the Banking Regulation Act, 1949;
- (b) Foreign banks regulated by a banking supervisory authority in the country of their incorporation;
- (c) Financial institutions including non-banking financial company, incorporated in India, which are primarily engaged in the business of lending;
- (d) Investment funds primarily engaged in investing in capital (including mutual funds, alternative funds, private equity funds, pension funds or corporate funds engaged in investing in capital);
- (e) Financial institutional investors/their sub-accounts or foreign portfolio investors registered with the Securities Exchange Board of India;
- (f) Any investment entity or special purpose vehicle controlled, directly or indirectly, by persons referred in clauses (a) to (e) above.”

- (ii) In Article 7.1, the following is to be inserted as Article 7.1(e)(ii) after Article 7.1(e)(i):

“(ii) Transfer of Equity Securities by Max or Bupa (as applicable) to a third Person, provided such Person is a Financial Investor Transferee, and further provided that:

- (A) such Transfer by Max, aggregated with any Equity Securities that may have been Transferred to any Financial Investor Transferee by Max would not result in the total shareholding of Max in the Company falling below 36% (thirty six per cent) on a fully diluted basis;

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- (B) such Transfer by Bupa, aggregated with any Equity Securities that may have been Transferred to any Financial Investor Transferee by Bupa would not result in the total shareholding of Bupa in the Company falling below 34% (thirty four per cent) on a fully diluted basis;
- (C) each Financial Investor Transferee shall execute a Deed of Adherence simultaneously with and as a condition to such Transfer of Equity Securities;
- (D) the Financial Investor Transferee shall not have any special rights conferred upon it by Max, Bupa or the Company including without limitation: (i) the right to nominate Directors on the Board of the Company; or (ii) any Reserved Matter rights;
- (E) neither Max nor Bupa shall Transfer its Equity Securities to more than 2 (two) Financial Investor Transferees each and no such Transfer shall result in the Company having more than 4 (four) Financial Investor Transferees as shareholders of the Company at the same time and the aggregate shareholding of the Financial Investor Transferees shall not exceed the limits specified under Applicable Law; and
- (F) any Consents required under Applicable Law (including but not limited to approvals from the Foreign Investment Promotion Board, if applicable, and the Insurance Regulatory and Development Authority) are obtained prior to any transfer to the Financial Investor Transferee.”
- (iii) In Article 7.2, in the first sentence, third line, the phrase “, a Financial Investor Transferee” is inserted after the phrase “in compliance with Article 7.1 to any Person other than a Free Transferee”
- (iv) In Article 14, the following is to be inserted as Article 14.1(b)(ii) after Article 14.1(b)(i):  
*“(ii) no special rights available to any Shareholder under these Articles or as agreed upon, including without limitation, the right to nominate a Director on the Board and Reserved Matter rights, may be assigned to a Financial Investor Transferee; and”*
- (v) In Article 14.1(c), in the second sentence, the phrase “and the Financial Investor Transferee” is inserted after the phrase “It is clarified that the transferor Shareholder”

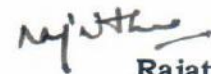
and

- (vi) In *Schedule 2* of the Restated Articles i.e. Form of Deed of Adherence, the following note is to be inserted immediately after paragraph 4:

*“Note: Bracketed portion not to be included for transfers to Financial Investor Transferees”*

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), Mr. Rahul Ahuja (Chief Financial Officer), Mr. Anand Roop Choudhary (Head of Legal) 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.”

**By order of the Board of Directors**



**Rajat Sharma**  
**Company Secretary**  
**M.No. FCS7069**

**Address:** Address: B1 / I-2, Mohan Cooperative Industrial Area,  
Mathura Road, New Delhi: 110044

**Email ID:** [rajat.sharma@maxbupa.com](mailto:rajat.sharma@maxbupa.com)

Dated: August 02, 2016  
Place: New Delhi

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS (FORTY-EIGHT) BEFORE THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is attached to the notice herewith.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the above resolutions is annexed hereto.
3. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company during working days of the Company between 10.00 A.M. and 1.00 P.M. except on holidays. This shall be kept open up to the date of the Annual General Meeting and at the Venue of the meeting to any person having the right to attend the meeting.
4. Registers shall be placed in the meeting and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
5. The Registrar and Transfer Agent of the Company M/s. MAS Services T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020 is handling Registry work in respect of shares held in electronic/demat form.
6. As per the requirements of Section 113 of the Companies Act, 2013, corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. A Route Map along with prominent landmark for easy location to reach the venue of Annual General Meeting is annexed to the notice.
8. Attendance slip has been annexed to the notice.

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

As required by Section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 6, 7 and 8 of the accompanying Notice:-

**1. Item No. 6**

Mr. Ashish Mehrotra was appointed as an Additional Director of the Company by the Board of Directors with effect from November 04, 2015. His appointment was pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company.

Under Section 161 of the Act, Mr. Ashish Mehrotra can hold office up to the date of this Annual General Meeting. The Company has received from a member notice under Section 160 of the Act along with requisite deposit of Rs. 1 Lac (Rupees One Lakh) proposing the candidature of Mr. Ashish Mehrotra as a Director on the Board of the Company.

The Board of Directors of your Company intend to appoint Mr. Ashish Mehrotra who was appointed as additional director, subject to being regularized by members, be appointed as Managing Director & CEO with effect from November 04, 2015.

A brief profile of Mr. Ashish Mehrotra is given herein for the information of the shareholders.

Mr. Ashish Mehrotra has approximately 22 years of consumer banking experience with Citibank spread across business management, P&L, sales & distribution, product management, operations, service, credit & risk management and projects. He is considered as an industry expert in mortgages and commercial real estate and has been instrumental in rolling out various industry first products like 'offset mortgage'. He has also had exposure to and an understanding of retail financial services marketplace and environment across countries in Asia-pacific and Middle East.

The Board has recommended appointment of Mr. Ashish Mehrotra as a Director of the Company as per the provisions of the Companies Act 2013.

Other details of the director are given in the Corporate Governance Report.

Your Directors recommend passing of the resolution contained in Item No. 5 and 6 as an Ordinary Resolution.



Save and except Mr. Ashish Mehrotra and his relatives to the extent of his shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 5 & 6.

**Details of Directors as per Secretarial Standard – 2**

|  |                   |
|--|-------------------|
| Name   | Ashish Mehrotra   |
| Date of Birth  | 11.02.1969        |
| Age  | 47 Years          |
| Nationality  | Indian            |
| Date of first appointment  | November 04, 2015 |
| Date of appointment/<br>reappointment  | August 02, 2016   |
| Remuneration last drawn  | Rs. 1,76,88,743/- |
| Shareholding in the Company  | Nil               |
| Qualifications   | B.Com and MBA     |
| Expertise in specific functional areas   | Banking           |
| No. of Board meetings attended during the year   | One               |
| Relationships with other Directors, Manager & other KMP  | Nil               |
| Experience   | 22 Years          |
| Chairmanship/ Directorship held in other companies (excluding foreign companies and Section 8 companies) | None              |
| Chairmanships/ Memberships of Committees in other companies  | None              |

**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.     | 07277318                               | Mr. Ashish Mehrotra  | NIL   | Appointment as Director  |

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## 2. Item No. 7

In order to meet the business requirements in line with the business plan of the Company for the financial year 2016-17, the Company shall be receiving share subscription moneys, in one or more tranches, during this period.

It is required to be capitalized by issue of equity shares in the share capital of the Company to Max India Limited and Bupa Singapore Holdings Pte. Ltd. Accordingly, it is proposed to accord members' approval for issue and allotment of up to 10.1 crores equity shares of Rs. 10/- each for cash at par on right basis within a period of ensuing 12 months from the date of this resolution in one or more tranches pursuant to Section 62 and other applicable provisions, if any of Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7, except to the extent of their shareholding in the Company.

## 3. Item No. 8

### **Approval for the Amendment in the Articles of Association**

Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The shareholders are informed that Bupa Singapore Holdings Pte. Ltd. (**Bupa**), Max India Limited (**Max**) and the Company had entered into an Amended and Restated Shareholders' Agreement on 29 April, 2016 (**Amended and Restated SHA**). It is further informed that in terms of the Restated and Amended SHA, the Articles of Association (**AoA**) of the Company were amended and a revised set of AoA were adopted by the Company in its Extra-ordinary General Meeting dated May 2, 2016. In these AoA, certain terms of the Restated and Amended SHA were not incorporated as these terms would become applicable only when the revised shareholding ratio of 51%: 49% between Max and Bupa (in each case with their respective nominees) was achieved.

Given that the revised shareholding ratio, as aforesaid, has been achieved pursuant to the transfer of equity shares by Max to Bupa pursuant to the Share Purchase Agreement dated April 29, 2016 amongst Max, Bupa and the Company, below-mentioned additions need to be made to the present set of AoA of the Company. The draft of the altered set of AoA is being circulated with this notice. The said changes are as follows:

- (i) Definition of "Financial Investor Transferee" is introduced after the definition of "Fair Market Value":

**"Financial Investor Transferee** means:

- (g) A banking company as defined under the Banking Regulation Act, 1949;
  - (h) Foreign banks regulated by a banking supervisory authority in the country of their incorporation;
  - (i) Financial institutions including non-banking financial company, incorporated in India, which are primarily engaged in the business of lending;
  - (j) Investment funds primarily engaged in investing in capital (including mutual funds, alternative funds, private equity funds, pension funds or corporate funds engaged in investing in capital);
  - (k) Financial institutional investors/their sub-accounts or foreign portfolio investors registered with the Securities Exchange Board of India;
  - (l) Any investment entity or special purpose vehicle controlled, directly or indirectly, by persons referred in clauses (a) to (e) above."
- (ii) In Article 7.1, the following is to be inserted as Article 7.1(e)(ii) after Article 7.1(e)(i):

*"(ii) Transfer of Equity Securities by Max or Bupa (as applicable) to a third Person, provided such Person is a Financial Investor Transferee, and further provided that:*

- (A) such Transfer by Max, aggregated with any Equity Securities that may have been Transferred to any Financial Investor Transferee by Max would not result in the total shareholding of Max in the Company falling below 36% (thirty six per cent) on a fully diluted basis;
- (B) such Transfer by Bupa, aggregated with any Equity Securities that may have been Transferred to any Financial Investor Transferee by Bupa would not result in the total shareholding of Bupa in the Company falling below 34% (thirty four per cent) on a fully diluted basis;

- (C) *each Financial Investor Transferee shall execute a Deed of Adherence simultaneously with and as a condition to such Transfer of Equity Securities;*
- (D) *the Financial Investor Transferee shall not have any special rights conferred upon it by Max, Bupa or the Company including without limitation: (i) the right to nominate Directors on the Board of the Company; or (ii) any Reserved Matter rights;*
- (E) *neither Max nor Bupa shall Transfer its Equity Securities to more than 2 (two) Financial Investor Transferees each and no such Transfer shall result in the Company having more than 4 (four) Financial Investor Transferees as shareholders of the Company at the same time and the aggregate shareholding of the Financial Investor Transferees shall not exceed the limits specified under Applicable Law; and*
- (F) *any Consents required under Applicable Law (including but not limited to approvals from the Foreign Investment Promotion Board, if applicable, and the Insurance Regulatory and Development Authority) are obtained prior to any transfer to the Financial Investor Transferee.”*
- (iii) In Article 7.2, in the first sentence, third line, the phrase “, a Financial Investor Transferee” is inserted after the phrase “in compliance with Article 7.1 to any Person other than a Free Transferee”
- (iv) In Article 14, the following is to be inserted as Article 14.1(b)(ii) after Article 14.1(b)(i):
- “(ii) no special rights available to any Shareholder under these Articles or as agreed upon, including without limitation, the right to nominate a Director on the Board and Reserved Matter rights, may be assigned to a Financial Investor Transferee; and”*
- (v) In Article 14.1(c), in the second sentence, the phrase “and the Financial Investor Transferee” is inserted after the phrase “It is clarified that the transferor Shareholder”
- And
- (vi) In Schedule 2 of the Restated Articles i.e. Form of Deed of Adherence, the following note is to be inserted immediately after paragraph 4:

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**Note:** Bracketed portion not to be included for transfers to Financial Investor Transferees”

Your Directors recommend passing of the resolution contained in Item No. 7 as a Special Resolution.

**By order of the Board of Directors**



**Rajat Sharma**  
**Company Secretary**  
**M.No. FCS7069**

**Address:** Address: B1 / I-2, Mohan Cooperative Industrial Area,  
Mathura Road, New Delhi: 110044

**Email ID:** [rajat.sharma@maxbupa.com](mailto:rajat.sharma@maxbupa.com)

Dated: August 02, 2016  
Place: New Delhi

Form No. MGT-11

**8<sup>TH</sup> ANNUAL 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 8<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday August 02, 2016 at 1500 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:

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**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

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

Resolution No:-

1. Ordinary business
  - a) Consider and adopt Annual Financial Statements for the Financial year 2015-16
  - b) Director liable by rotation
    - i) Mr. Rahul Khosla
    - ii) Mr. Rajesh Sud
  - c) Ratification of appointment of Joint Statutory Auditors of the Company
2. Special business
  - a) Regularization of Mr. Ashish Mehrotra as Director
  - b) Further issue of Share Capital
  - c) Alteration of Articles of Association

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.

**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

8<sup>th</sup> Annual General Meeting to be held on Tuesday, August 02, 2016 at 1500 hrs at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi – 110011.

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

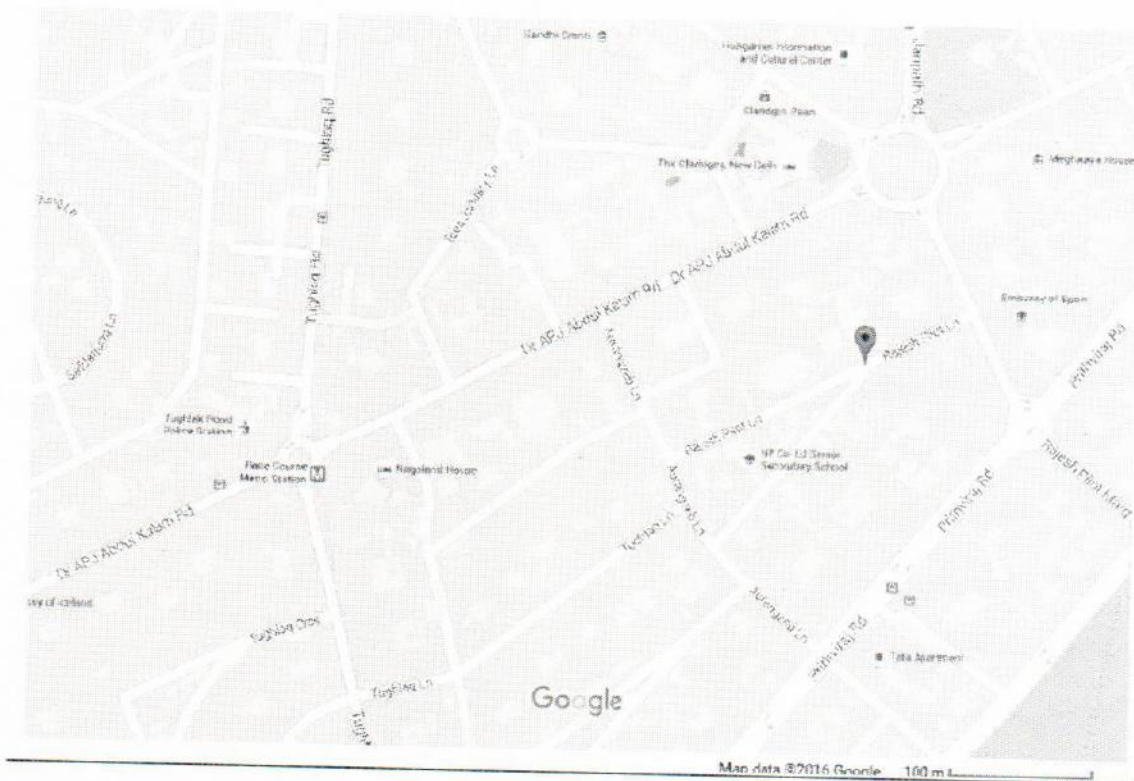
I hereby record my presence at the 8th Annual General Meeting of the Company being held at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi – 110011, on Tuesday, 2nd Day of August, 2016, at 1500 Hrs.

|                           |            |               |
|---------------------------|------------|---------------|
| 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.



**Route Map and landmark to the Venue**



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