

NOTICE OF 9TH ANNUAL GENERAL MEETING

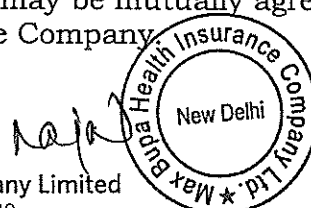
NOTICE of shorter duration is hereby given that the Ninth Annual General Meeting of the members of Max Bupa Health Insurance Company Limited will be held on **Friday, July 28, 2017** at 1330 hrs (IST) at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi - 110011 to transact the following 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, 2017 along with Revenue Account for the financial year ended March 31, 2017, Profit & Loss Account for the financial year ended March 31, 2017, Receipts & Payments Account for the financial year ended March 31, 2017, the Management Report together with Board's Report and Independent Auditor's Report thereon.
- (2) To appoint a Director in place of Mr. David Martin Fletcher (DIN - 0007004032), who retires by rotation, and being eligible, offers himself for re-appointment.
- (3) To appoint a Director in place of Ms. Marielle Theron (DIN - 0002667356), who retires by rotation, and being eligible, offers herself for re-appointment.
- (4) **Ratification of the 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 pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), pursuant to the Shareholder's approval at 8th Annual General Meeting held on August 02, 2016, and IRDAI Regulations and Corporate Governance Guidelines and pursuant to the recommendations of the Audit Committee and the Board of Directors, the appointment of M/s M.P. Chitale & Co., Chartered Accountants, (ICAI FRN - 101851W) joint statutory auditors of the Company, who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified to hold office from the conclusion of the 9th Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company on such terms & conditions including remuneration as may be fixed by the Board of Directors of the Company and as may be mutually agreed upon between the Board of Directors and auditors of the Company



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

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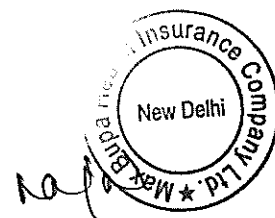
RESOLVED FURTHER THAT Mr. Rahul Ahuja (Chief Financial Officer), Mr. Partha Banerjee (Director & Head – Legal, Compliance, Regulatory Affairs) and Mr. Rajat Sharma (Company Secretary) be and are hereby authorized jointly and/or severally on behalf of the Company to take all actions as they may severally deem expedient, 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 to give effect to the above resolution.”

(5) **Appointment of M/s Nangia & Co, Chartered Accounts, New Delhi (ICAI FRN - 002391C) 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 pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), pursuant to IRDAI Regulations and Corporate Governance Guidelines and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Nangia & Co, Chartered Accounts, New Delhi (ICAI FRN - 002391C), Joint Statutory Auditors of the Company, who being eligible have offered themselves for appointment, be and is hereby appointed as the Joint Statutory Auditor of the Company, to hold the office from the conclusion of 9th Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company on such terms & conditions including remuneration as may be fixed by the Board of Directors of the Company and as may be mutually agreed upon between the Board of Directors and auditors of the Company.

RESOLVED FURTHER THAT 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 authorized jointly and/or severally on behalf of the Company to take all actions as they may severally deem expedient, 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 to give effect to the above resolution.”



SPECIAL BUSINESS

(6) **Appointment of Ms. Joy Carolyn Linton(Director Identification Number – 0007630925) as a Director 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 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, (including any statutory modifications or re-enactments thereof for the time being in force) Ms. Joy Carolyn Linton (Director Identification Number – 0007630925) who was appointed as an Additional Director of the Company with effect from October 31, 2016, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT 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 authorized jointly and/or severally on behalf of the Company to take all actions as they may severally deem expedient, 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 to give effect to the above 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

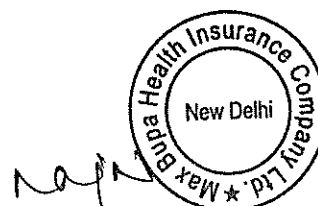
Dated: July 25, 2017
Place: New Delhi

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 of the accompanying Notice:-

1. Item No. 6

Ms. Joy Carolyn Linton was appointed as an Additional Director of the Company by the Board of Directors with effect from October 31, 2016. Her appointment was pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company.

Under Section 161 of the Act, Ms. Joy Carolyn Linton 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 Ms. Joy Carolyn Linton as a Director on the Board of the Company.

The Board of Directors of your Company intend to appoint Ms. Joy Carolyn Linton as a director of the Company, who was appointed as an additional director, subject to being regularized by members with effect from October 31, 2016.

A brief profile of Ms. Joy Carolyn Linton is given herein for the information of the shareholders.

Joy Linton is the Appointed Chief Financial Officer of Bupa. She brings over 25 years' experience in financial and strategic roles in Australia and the UK. Joy joined Bupa in March 2011 as Finance Director of Bupa's Australian Health Insurance business, later becoming Finance and Commercial Director of Bupa Australia and New Zealand.

She became Bupa's Chief People officer on an interim basis in 2015, prior to taking up her role as General Manager, Health Services for Bupa UK. Previously, Joy was CFO of National Foods, one of Australia's largest food and beverage companies.

She was also a Non-Executive Director of Bega Cheese Ltd, an ASX-200 listed company, serving as Chair of their Audit and Risk Committee

The Board has recommended appointment of Ms. Joy Carolyn Linton 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.6 as an Ordinary Resolution.

Save and except Ms. Joy Carolyn Linton and her relatives to the extent of their 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. 6.

Details of Directors as per Secretarial Standard – 2

Name	Joy Carolyn Linton (DIN: 0007630925)
Date of Birth	10.10.1965
Age	51 Years
Nationality	Australian
Date of first appointment	October31, 2016
Date of appointment/ reappointment	July 28, 2017
Remuneration last drawn	Nil
Shareholding in the Company	10 Shares
Qualifications	B.Com
Expertise in specific functional areas	financial and strategic roles
No. of Board meetings attended during the year	One
Relationships with other Directors, Manager & other KMP	Nil
Experience	25 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:-

NAJN



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.	0007630925	Ms. Joy Carolyn Linton	NIL	Appointment as Director

By order of the Board of Directors



Rajat Sharma

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

Dated: July 25, 2017
 Place: New Delhi

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

9th Annual General Meeting to be held on Friday, July 28, 2017 at 1330 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 9th Annual General Meeting of the Company being held at 2, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi – 110011, on Friday, 28th Day of July, 2017, at 1330 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.

Form No. MGT-11

9TH 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 9th Annual General Meeting of the Company to be held on Friday July 28, 2017 at 1330 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:

Resolution No:-

1. Ordinary business

- a) Consider and adopt Annual Financial Statements for the Financial year 2016-17
- b) Director liable by rotation
 - i) Mr. David Martin Fletcher
 - ii) Ms. Marielle Theron
 - iii) Ratification/Appointment of Joint Statutory Auditors of the Company
- c) Ratification of the appointment of M/s M.P. Chitale& Co., Chartered Accountants, (ICAI FRN - 101851W) as Joint Statutory Auditors of the Company
- d) Appointment of M/s Nangia& Co, Chartered Accounts, New Delhi (ICAI FRN - 002391C) as Joint Statutory Auditors of the Company

Special business

2. Appointment of Ms. Joy Carolyn Linton (DIN: 0007630925) as a Director of the Company

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

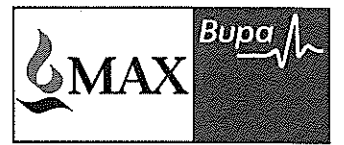
Affix Revenue
Stamp

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

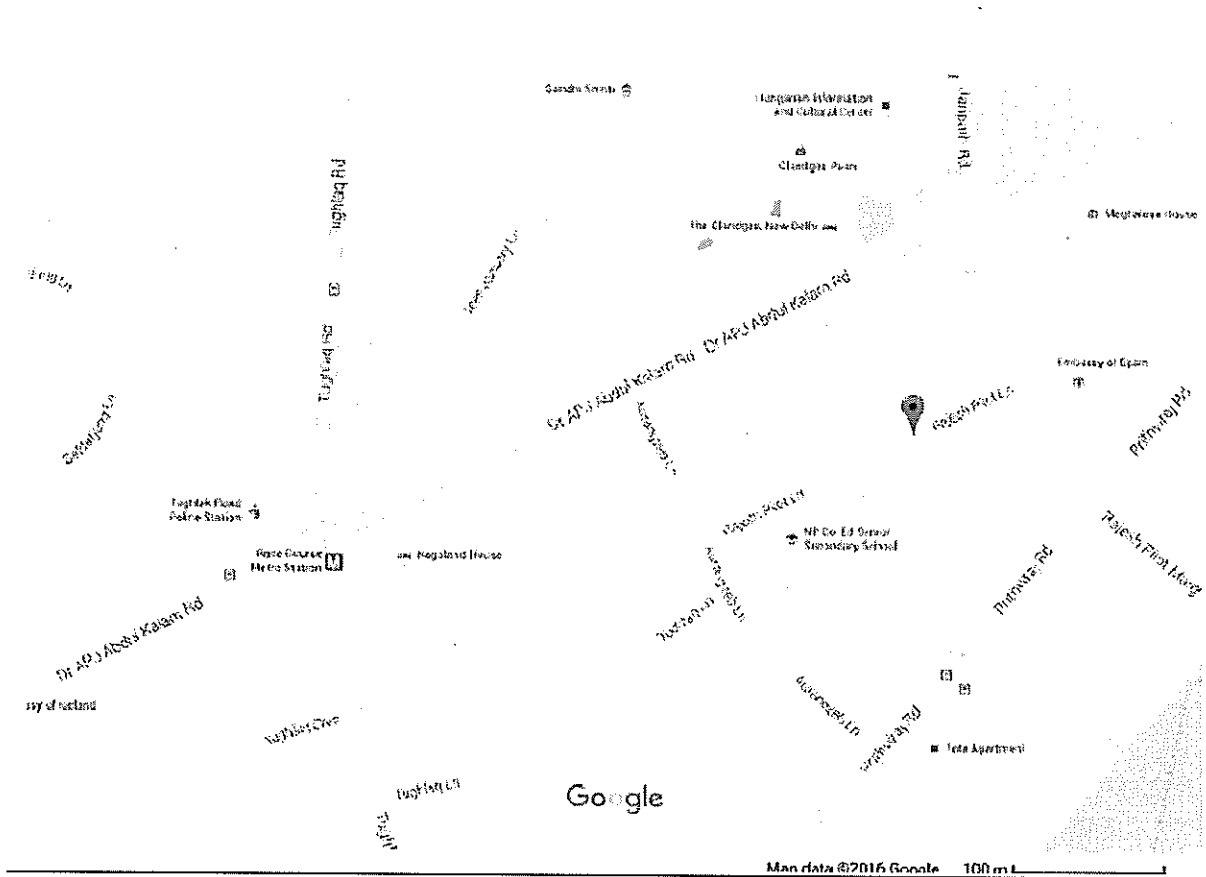


HEALTH INSURANCE

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