

NIVA BUPA HEALTH INSURANCE COMPANY LIMITED

(Formerly Max Bupa Health Insurance Company Limited)

NOTICE OF 14th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of Niva Bupa Health Insurance Company Limited will be held on Thursday, June 9, 2022 at 1430 Hrs (IST) at Corporate Office of Niva Bupa Health Insurance Company Limited i.e. at 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana 122102, India, to transact the following businesses:

ORDINARY BUSINESS

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

- 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, 2022 along with Revenue Account (Policyholders' Account) for the financial year ended March 31, 2022, Profit & Loss Account (Shareholders' Account) for the financial year ended March 31, 2022, Receipts & Payments Account (Cash Flow Statement) for the financial year ended March 31, 2022 including notes to financial statements, the Management Report together with Board's Report and Auditor's Report thereon**
- 2. To appoint a Director in place of Mr. Rajagopalan Santhanam (DIN-00025669), who retires by rotation and being eligible, offers himself for re-appointment**
- 3. To appoint a Director in place of Mr. Krishnan Ramachandran (DIN-08719264), who retires by rotation and being eligible, offers himself for re-appointment**
- 4. To consider & ratify the appointment and remuneration of M/s T.R. Chadha & Co. LLP, Chartered Accounts, Delhi (ICAI FRN - 006711N/ N500028) 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 basis the recommendations of the Audit Committee and Board of Directors and 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 modification(s) and re-enactment(s) thereof for the time being in force), IRDAI's Regulations and Corporate Governance Guidelines, M/s. T.R. Chadha & Co. LLP, Chartered Accountants, (ICAI FRN - 006711N/ N500028), who being eligible have offered themselves for appointment, be and is hereby ratified to be appointed as the Joint Statutory Auditors of the Company, to hold the office from the conclusion of 14th Annual General Meeting (2022) until the conclusion of the 17th Annual General Meeting (2025) of the Company on such terms & conditions as mutually agreed upon between the Board of Directors and M/s. T.R. Chadha & Co. LLP., Chartered Accountants, and at a remuneration amounting to Rs. 22,00,000/- (Rupees Twenty Two Lakhs only) (excluding reimbursement of out of pocket expenses which will be capped at a maximum of

NIVA BUPA HEALTH INSURANCE COMPANY LIMITED

CIN – U66000DL2008PLC182918

Registered Office: First Floor, C-98 Lajpat Nagar, Part 1, New Delhi-110024, India.

Corporate Office: 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana- 122102, India.

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7.5% of audit fee) for carrying out the Statutory Audit of the Company for the financial year 2022-23 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and any other person authorized by the Board of Directors of the Company 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. To consider the appointment and remuneration of M/s. S. R Batliboi & Co. LLP, Chartered Accounts, (ICAI FRN-301003E/E300005) 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, the Shareholders hereby takes note of ‘letter confirming unwillingness’ by M/s Nangia & Co. LLP to continue as Statutory Auditors of the Company with effect from conclusion of the 14th AGM (2022).

RESOLVED FURTHER THAT basis the recommendations of the Audit Committee and Board of Directors and 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 modification(s) and re-enactment(s) thereof for the time being in force), IRDAI’s Regulations and Corporate Governance Guidelines, M/s S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI FRN - 301003E/E300005), who being eligible have offered themselves for appointment, be and is hereby appointed as the Joint Statutory Auditors of the Company, to hold the office from the conclusion of 14th Annual General Meeting (2022) until the conclusion of the 19th Annual General Meeting (2027) of the Company on such terms & conditions as mutually agreed upon between the Board of Directors and Rs. 27,00,000/- (Rupees Twenty Seven Lakhs Only) (excluding reimbursement of out of pocket expenses which will be capped at a maximum of 7.5% of audit fee) for carrying out the Statutory Audit of the Company for the financial year 2022-23 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and any other person authorized by the Board of Directors of the Company 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. To consider increase in authorized share capital of the Company

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

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“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and basis the recommendation of the Board of Directors of the Company, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 1500,00,00,000/- (Rupees Fifteen Hundred Crores only) consisting of 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 5000,00,00,000/- (Rupees Five Thousand Crores only) consisting of 500,00,00,000 (Five Hundred Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of 350,00,00,000 (Three Hundred and Fifty Crores) equity shares of Rs. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 5000,00,00,000/- (Rupees Five Thousand Crores Only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT Mr. Krishnan Ramachandran (Managing Director & CEO), Mr. C Anil Kumar (Chief Financial Officer) 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. F7069

Address: 14th Floor, Capital Cyberscape,
Sector 59, Gurugram, Haryana 122102
Email ID: rajat.sharma@nivabupa.com

Dated: May 18, 2022

Place: Gurugram

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Notes:

1. The present AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circular No. 2/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.
2. Pursuant to the Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at rajat.sharma@nivabupa.com
7. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 4, 5 & 6 is annexed hereto.
8. Request for inspection of the Statutory Registers of the Company along with all the documents referred to in the accompanying Notice and Explanatory Statement shall be sent to the rajat.sharma@nivabupa.com. The copies of the relevant documents, including shareholders agreement, appointment documents and articles of association shall also be made available for inspection at the time of Annual General Meeting.

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9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 05, 2020 read with Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nivabupa.com.
10. In case of poll, members can cast their vote by sending an email to rajat.sharma@nivabupa.com.
11. The Registrar and Transfer Agent of the Company, M/s. MAS Services Limited, having its registered office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020 is handling Registry work in respect of shares held in electronic/dematerialised form.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can apply at rajat.sharma@nivabupa.com requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
2. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

By order of the Board of Directors



Rajat Sharma
Company Secretary

M. No. F7069

Address: 14th Floor, Capital Cyberscape,
Sector 59, Gurugram, Haryana 122102

Email ID: rajat.sharma@nivabupa.com

Dated: May 18, 2022

Place: Gurugram

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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. 4

M/s. T.R. Chadha & Co. LLP, Chartered Accountants (ICAI FRN - 006711N/N500028) were appointed as Statutory Auditor by the shareholders of the Company in the 13th Annual General Meeting (2021) for a period of 4 years for a term ending at the conclusion of 17th Annual General Meeting (2025).

It is proposed to ratify the appointment of M/s. T.R. Chadha & Co. LLP, as Statutory Auditor of the Company for a period of next 3 years (i.e. for a term ending at the conclusion of 17th Annual General Meeting (2025)) and at a remuneration of Rs. 22,00,000/- (Rupees Twenty Two Lakhs Only) (excluding reimbursement of out of pocket expenses which will be capped at a maximum of 7.5% of audit fee) for carrying out the Statutory Audit of the Company for the financial year 2022-23.

A letter from M/s. T.R. Chadha & Co. LLP, confirming their eligibility for re-appointment as auditors of the Company under section 139 of the Companies Act, 2013 and meeting the criteria for appointment specified in section 141 of the Companies Act, 2013, has been received..

On recommendation of the Audit Committee, the Board of Directors in its meeting held on May 5, 2022 had accorded its approval in the matter and recommended the same to the shareholders for its approval

None of the Directors, Key Managerial Personnel(s) of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the Ordinary resolution set forth in Item no. 4 of the Notice for the approval of the members.

Item no. 5

M/s. Nangia & Co. LLP, Chartered Accountants have conveyed their “unwillingness” to continue as Statutory Auditors of the Company from the conclusion of this 14th Annual General Meeting (2022)

On account of “unwillingness” received from M/s Nangia & Co LLP, it was proposed to appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants, bearing firm registration number - 301003E/E300005 as the Joint Statutory Auditors of the Company for the FY 22-23 till FY 2026-27, i.e. from the conclusion of 14th Annual General Meeting (2022) for a period of 5 years term ending at the conclusion of 19th Annual General Meeting (2027).

M/s S. R. Batliboi & Co. LLP have expressed their willingness to be appointed as the Joint statutory auditors of the Company. A letter from M/s S. R. Batliboi & Co. LLP, confirming their eligibility for appointment as auditors of the Company under

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section 139 of the Companies Act, 2013 and meeting the criteria for appointment specified in section 141 of the Companies Act, 2013, has been received.

On recommendation of the Audit Committee, the Board of Directors in its meeting held on May 5, 2022 had accorded its approval to appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditor of the Company and to pay a remuneration of Rs. 27,00,000/- (Rupees Twenty Seven Lakhs Only) (excluding reimbursement of out of pocket expenses which will be capped at a maximum of 7.5% of audit fee) for carrying out the Statutory Audit of the Company for the financial year 2022-23 and recommended the same to the shareholders for its approval

None of the Directors, Key Managerial Personnel(s) of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the Ordinary resolution set forth in Item no. 5 of the Notice for the approval of the members.

Item no. 6

The Company proposes to increase its Authorized Share Capital from Rs.1500,00,00,000/- (Rupees Fifteen Hundred Crores only) consisting of 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 5000,00,00,000/- (Rupees Five Thousand Crores only) consisting of 500,00,00,000 (Five Hundred Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of 350,00,00,000 (Three Hundred and Fifty Crores only) equity shares of Rs. 10/- (Rupees Ten only) each, in order to meet the capital requirements in line with the business plans of the Company.

The present authorized share capital of the Company is Rs. 1500,00,00,000/- (Rupees Fifteen Hundred Crores Only) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The present issued, subscribed and paid-up share capital of the Company is Rs. 1408,60,22,280 (Rupees Fourteen Hundred and Eight Crores Sixty Lakhs Twenty Two Thousand Two Hundred and Eighty only) divided into 140,86,02,228 (One Hundred Forty Crores Eighty Six Lakhs Two Thousand Two Hundred and Twenty Eight) Equity Shares of Rs. 10/- (Rupees Ten Only) each

Pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, item no. 6 of the notice requires consent of the members by way of an Ordinary Resolution in the general meeting of the shareholders. Consequent upon the increase in authorized share capital of the Company, the Memorandum of Association is to be altered, in order to reflect the said increase. The proposed change in the Memorandum of Association of the Company has been mentioned in the aforesaid resolution.

None of the Directors, Key Managerial Personnel or any other officials of the Company and their relatives are in any way concerned or interested either

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financially or otherwise in the proposed resolution except to the extent of their shareholding.

The Board recommends the Ordinary resolution set forth in Item no. 6 of the Notice for the approval of the members.

By order of the Board of Directors



Rajat Sharma
Company Secretary
M. No. F7069

Address: 14th Floor, Capital Cyberscape,
Sector 59, Gurugram, Haryana 122102

Email ID: rajat.sharma@nivabupa.com

Dated: May 18, 2022

Place: Gurugram

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Attendance Slip

(to be presented at the entrance)

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14th Annual General Meeting to be held on June 9, 2022 at 1430 hrs (IST) at the corporate office of Niva Bupa Health Insurance Company Limited at 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana- 122102, India.

I certify that I am a member of the Company.

I hereby record my presence at the 14th Annual General Meeting of the Company being held at Niva Bupa Office, 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana- 122102, India, on Thursday, June 9, 2022 at 1430 hrs (IST).

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

1. Only Member can attend the Meeting.

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CONSENT BY SHAREHOLDER

[Pursuant to Section 96 of the Companies Act, 2013]

To,
The Board of Directors,
Niva Bupa Health Insurance Company Limited,
First Floor, C-98 Lajpat Nagar, Part 1, New Delhi-110024, India.

I, _____, (Nominee Shareholder of _____) / (Authorised representative of _____), having its registered office at _____, the registered holder of _____ Equity Shares of Rs.10/- each in Niva Bupa Health Insurance Company Limited ('the Company'), as on the date of the notice, hereby give my/our consent to conduct the 14th Annual General Meeting of the Company at 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana 122102, India, i.e. at place other than the registered office of the Company, pursuant to Section 96 of the Companies Act 2013.

.....
(Name & Signature)

Signed this on _____

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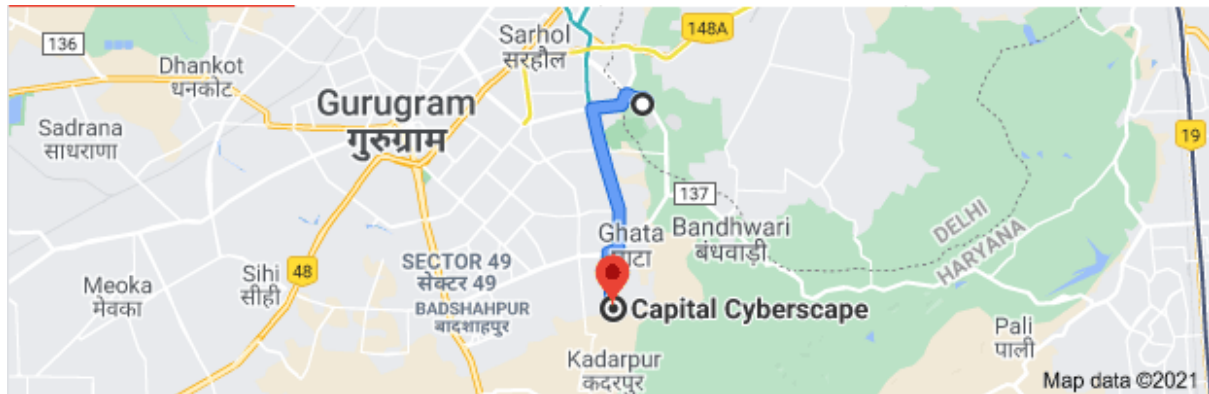
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Route Map and landmark to the Venue



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