

# NIVA BUPA HEALTH INSURANCE COMPANY LIMITED

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE of shorter duration is hereby given that the Twenty Nineth Extra-Ordinary General Meeting of Niva Bupa Health Insurance Company Limited will be held on Wednesday, January 3, 2024, at 1615 Hrs (IST) at Corporate Office of Niva Bupa Health Insurance Company Limited i.e., 14<sup>th</sup> Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana 122102, India, to transact the following business(s):

### **Special Business:**

#### **1. To consider and approve the restated Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, the Share Purchase Agreement (SPA) and the amended and restated Shareholders Agreement (SHA) executed by and amongst the Company, Fettle Tone LLP and Bupa Singapore Holdings Pte. Ltd. on 29<sup>th</sup> September 2023, subject to occurrence of Closing (as defined under the SPA), the approval of the members be and is hereby accorded to the adoption of the restated Articles of Association, the draft of which is annexed to this resolution and initialed by the Company Secretary for identification, incorporating the relevant provisions of: (a) the SHA; and (b) the investment agreement dated 11 October 2023 executed among the Company, Fettle Tone LLP and Bupa Singapore Holdings Pte. Ltd., as agreed, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Mr. Krishnan Ramachandran (CEO & Managing Director) and Mr. Rajat Sharma (Company Secretary) be and is hereby severally authorized to sign e-forms, applications, documents, advertisements, notices, affidavits, declarations and such other paper as may be required, to file e-forms or other documents with the Registrar of Companies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to provide a certified copy of the above resolution to any person, as may be required."

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



**Rajat Sharma**  
**Company Secretary**

Membership No – F7069

14th Floor, Capital Cyberscape,

Sector 59, Gurugram, Haryana 122102, India

Email ID: [Rajat.Sharma@nivabupa.com](mailto:Rajat.Sharma@nivabupa.com)

Date: 03.01.2024

Place: Gurugram

NIVA BUPA HEALTH INSURANCE COMPANY LIMITED

CIN – U66000DL2008PLC182918

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

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

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## Notes:

1. The present EGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, MCA Circular No. 33/2020 dated September 28, 2020, MCA Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023.
2. Pursuant to Circular No. 20/2020 dated May 05, 2020 read with the Circular No. 14/2020 dated April 08, 2020 and MCA 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM though VC/OAVM.
4. The Members can join the EGM 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 EGM 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](mailto: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. 1 is annexed hereto.
8. The meeting has been convened at a shorter notice and will require consent of majority in number of members entitled to vote and who represent not less than ninety-five percent of the paid-up share capital of the company as per the requirements of Section 101 of the Companies Act, 2013 and Secretarial Standard 2 to validate the meeting.
9. 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](mailto:rajat.sharma@nivabupa.com) The copies of the relevant

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documents, including shareholders agreement, appointment documents and articles of association shall also be made available for inspection at the time of Extra Ordinary General Meeting.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 05, 2020 read with the Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.nivabupa.com>.
11. In case of poll, members can cast their vote by sending an email to [rajat.sharma@nivabupa.com](mailto:rajat.sharma@nivabupa.com)
12. The Registrar and Transfer Agent of the Company, M/s. MAS Services, 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 EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can apply at [rajat.sharma@nivabupa.com](mailto:rajat.sharma@nivabupa.com) requesting for participation in the EGM, 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 EGM, 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.
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.

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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(s) mentioned in the accompanying the Notice:

### **ITEM NO. 1**

#### **To consider and approve the restated Articles of Association of the Company**

It is hereby informed that pursuant to the Share Purchase Agreement and the amended and restated Shareholders Agreement (SHA) executed by and amongst Niva Bupa Health Insurance Company Limited (**Company**), Bupa Singapore Holdings Pte. Ltd. and Fettle Tone LLP on 29<sup>th</sup> September 2023, there is a requirement to restate the Articles of Association of the Company to incorporate the terms of the SHA. The draft of the restated Articles of Association is circulated along with this notice.

The Board of Directors approved the aforesaid amendment to the articles subject to the approval of the shareholders on January 3, 2024 and recommended the aforesaid resolution for the approval by the members of the Company through **Special Resolution**.

None of the directors, key managerial personnel of the Company and their relatives are, directly or indirectly, concerned or interested, financially or otherwise, in the proposed special resolution, except to the extent of their shareholding in the Company and Director's respective nomination by the promoter shareholders, if any.

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**CIN: U66000DL2008PLC182918**

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

29<sup>th</sup> Extra-ordinary General Meeting to be held on Wednesday, January 3, 2024 at 1615 hrs (IST) at Niva Bupa Office 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 29<sup>th</sup> Extra-ordinary General Meeting of the Company being held at Niva Bupa Office 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana 122102, India at 1615 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 TO SHORTER NOTICE

[Pursuant to Section 101(1) & 96 of the Companies Act, 2013]

To,  
The Board of Directors,  
Niva Bupa Health Insurance Company Limited,  
C-98, First Floor, Lajpat Nagar, Part 1, New Delhi-110024, 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 Niva Bupa Health Insurance Company Limited ('the Company'), hereby  
give my/our consent to:

- a. hold the 29<sup>th</sup> Extraordinary General Meeting of the Company on Wednesday, January 3, 2024 at 1615 hrs, at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013.
- b. conduct the 29<sup>th</sup> Extraordinary 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.

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Signed this \_\_\_\_\_

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