

NIVA BUPA HEALTH INSURANCE COMPANY LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE of shorter duration is hereby given that the Thirty-Second Extra-Ordinary General Meeting of Niva Bupa Health Insurance Company Limited will be held on Monday, July 22, 2024 at 1630 Hrs (IST) at Niva Bupa Office, 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana 122102, India to transact the following business:

Special Business:

1. To consider and adopt amended Articles of Association of the Company

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

“RESOLVED THAT in supersession to the resolution passed by the Shareholders of the Company on June 21, 2024 at their 31st Extra ordinary general meeting, pursuant to the provisions of Section 5, Section 14, Section 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing requirements of the stock exchange(s) where the equity shares of the Company are proposed to be listed and other applicable provisions, if any and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent and approval of the Board be and is hereby accorded for substitution of the existing set of Articles of Association of the Company adopted on June 21, 2024 with the ‘amended set of Articles of Association’ of the Company, and the same be adopted as the Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to make application, file forms, etc. for adoption of the new Articles of Association, and to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolution.

RESOLVED FURTHER THAT, any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid

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CIN – U66000DL2008PLC182918

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resolutions and the same may be forwarded to any concerned authorities for necessary action.”

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

Date: July 13, 2024

Place: Gurugram

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.

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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.
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 & 2 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. 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 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
12. The Registrar and Transfer Agent of the Company, M/s. KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 is handling Registry work in respect of shares held in electronic/dematerialised form.

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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 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 Notice:

Item No. 1:

The Shareholders of the Company are informed that a new set of Articles of Association is proposed to be adopted. The said new set of Articles of Association is in accordance with the Shareholders Agreement entered into by and between the Company, Bupa Singapore Holdings Pte. Ltd, Fettle Tone LLP, and as approved by the Board of Directors on June 28, 2024.

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 of Directors recommends the resolution set out at Item No. 1 of the accompanying Notice for your approval.

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32nd Extra-ordinary General Meeting to be held on Monday, July 22, 2024 at 1630 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 32nd Extra-ordinary General Meeting of the Company being held at Niva Bupa Office, 14th Floor, Capital Cyberscape, Sector 59, Gurugram, Haryana 122102, India at 1630 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 hold the 32nd Extra-ordinary General Meeting on Monday, July 22, 2024 at 1630 Hrs (IST), at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013.

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Signed this _____

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