

NOTICE of shorter duration is hereby given that Twentieth Extra-ordinary General Meeting of Max Bupa Health Insurance Company Limited will be held on Monday, December 16, 2019 at 1815 hrs at 1 South End Lane, Rajesh Pilot Marg, New Delhi – 110011, India to transact the following as special business: -

Special Business: -

(1) Adoption of new set of Articles of Association of Company

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 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 and subject to such other approvals, permissions and sanction, as may be required from time to time, the approval of the shareholders of the Company be and is hereby accorded to adopt the new set of Articles of Association of the Company in substitution in entirety and to the exclusion of the existing articles of association of the Company.

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), 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 in connection with the above resolution.”

(2) Appointment of Mr. Divya Sehgal (DIN: 01775308) as a Nominee Director with effect from December 16, 2019.

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

“RESOLVED THAT, basis the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, Mr. Divya Sehgal (DIN:01775308) who has submitted a consent to act as a Nominee Director of Fettle Tone LLP and intimation to the effect that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director of Fettle Tone LLP, liable to retire by rotation with effect from December 16, 2019.

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), 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 in connection with the above resolution.”

(3) Appointment of Mr. Maninder Singh Juneja (DIN:02680016) as a Nominee 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**, basis the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to Section 164 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, Mr. Maninder Singh Juneja (DIN:02680016) who has submitted a consent to act as a Nominee Director of Fettle Tone LLP and intimation to the effect that he is not disqualified from being appointed as a Nominee Director in terms of Section 164 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director of Fettle Tone LLP, liable to retire by rotation with effect from December 16, 2019.

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), 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 in connection with the above resolution.”

(4) Appointment of Mr. Rajagopalan Santhanam (DIN: 00025669) as a Nominee Director with effect from December 16, 2019.

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

“**RESOLVED THAT**, basis the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to Section 164 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association,

Max Bupa Health Insurance Company Limited
CIN – U66000DL2008PLC182918

Registered Office and Corporate Office: B1/I-2, Mohan Cooperative Industrial Estate, Mathura Road,
New Delhi – 110044, India.

Tel.: +91-11-30902000, Fax No.: +91-11-30902010, www.maxbupa.com

Mr. Rajagopalan Santhanam (DIN:00025669) who has submitted a consent to act as a Nominee Director of Fettle Tone LLP and intimation to the effect that he is not disqualified from being appointed as a Nominee Director in terms of Section 164 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director of Fettle Tone LLP, liable to retire by rotation with effect from December 16, 2019.

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), 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 in connection with the above resolution.”

(5) Appointment of Mr. Chandrashekhar Bhaskar Bhave(DIN:00059856) as an Independent 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, basis the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chandrashekhar Bhaskar Bhave (DIN:00059856), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(7) of the Act and who is eligible for being appointed, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from December 16, 2019 to December 15, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197(5) and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chandrashekhar Bhaskar Bhave (DIN:00059856) be paid, the sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Mr. Ashish Mehrotra (CEO and Managing Director), Mr. Partha Banerjee (Director & Head – Legal, Compliance & Regulatory Affairs) 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 in connection with the above resolution.”

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

Rajat Sharma
Company Secretary
Membership No – F7069
B1 / I-2, Mohan Cooperative Industrial Area,
Mathura Road, New Delhi – 110044
Email ID: rajat.sharma@maxbupa.com

Place: New Delhi
Date: 16.12.2019

Notes:

1. Pursuant to Section 102 of the Companies Act 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended to the notice.
2. In terms of the provisions of Section 113 of the Companies Act, 2013, the corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution or Power of Attorney authorizing their representative(s) to attend and vote at the Extra-ordinary General Meeting.
3. The statutory registers of the Company and the documents referred to in the notice and accompanying explanatory statement shall be open for inspection by the members at the Registered Office of the Company and at the venue of the meeting during working hours between 10.00 A.M. and 2.15 P.M. The copies of the relevant documents, including shareholders agreement and articles of association shall also be made available for inspection at the Head Office and Corporate Office of the Company.
4. The meeting has been convened at a shorter notice and will require consent of at least 95% of the members entitled to vote as per the requirements of Section 101 of the Companies Act 2013 and Secretarial Standard 2 to validate the meeting. The Letter seeking approval of shareholders to convene the Extra Ordinary General Meeting at a shorter Notice on Monday, December 16, 2019 is attached herewith and the members are requested to duly sign and provide the same.
5. A Route Map along with prominent landmark for easy location to reach the venue is annexed to this notice.
6. Members/ authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7. THE COMPANY IS CONVENING ITS MEETING AT SHORTER NOTICE THEREFORE THE REQUIREMENT OF FORTY EIGHT HOURS FOR SUBMISSION OF PROXY FORM CANNOT BE MET WITH, HENCE THE FORM MGT-11 IS NOT APPLICABLE IN THIS CASE.**

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. 1

Adoption of new set of Articles of Association.

The Company has recorded the transfer of entire stake of Max India Limited (held by itself and its nominee shareholders) (i.e. 51% of paid up share capital) to Fettle Tone LLP and its nominees.

Consequent to the transfer of shares, by Max India Limited to Fettle Tone LLP, the existing Shareholders' Agreement dated April 29, 2016, as amended from time to time, executed by and amongst Max India Limited, Bupa Singapore Holdings Pte. Ltd and Max Bupa Health Insurance Company Limited) has now been terminated.

The Company has entered into a Shareholders' Agreement with Bupa Singapore Holdings Pte. Ltd. and Fettle Tone LLP on 20th September 2019 and an Amendment Agreement in relation to the aforementioned Shareholders' Agreement which has entered into by the Company, Bupa Singapore Holding Pte. Ltd. and Fettle Tone LLP on 16th December 2019. For the purpose of incorporating the terms of the Shareholders' Agreement, the existing Articles of Association need to be replaced with a new set of Articles of Association. The new set of Articles of Association shall inter alia contain terms of aforementioned Shareholders' Agreements, including amendment thereof entered with Fettle Tone Llp and Bupa Singapore Holdings Pte. Ltd. on 20th September 2019 and 16th December 2019.

As per the requirements of section 14 of the Companies Act 2013, read with rules framed there under, a new set of articles of association can be adopted only by the approval of the shareholders of the Company, by way of passing a special resolution in a duly convened General Meeting. As per the Companies Act 2013, adoption of Articles of Association has been considered by the Board and has been recommended to the Shareholders for consideration and approval by way of passing a special resolution in a duly convened General Meeting.

A new set of Articles of Association duly initialed by the Company Secretary for the purpose of identification shall be tabled before the members.

None of the Directors, Managers, Key Managerial Personnel (KMP) or their relatives are deemed to be interested or concerned in the proposed resolution, financially or otherwise. Nominee Directors may be deemed to be interested only to the extent of their directorship and beneficial shareholding if any, in the Company.

Item no. 2

Appointment of Mr. Divya Sehgal (DIN:01775308) as a Nominee Director with effect from December 16, 2019.

Pursuant to Section 164, 161 of the Companies Act, 2013 read the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, Mr. Divya Sehgal (DIN:01775308) is proposed to be appointed as a Nominee Director of Fettle Tone LLP on the Board of the Company with effect from December 16, 2019.

Mr. Sehgal is based in Mumbai and is responsible for investments in and scaling up of businesses in the Financial Services and Technology sectors. Mr. Divya holds a Bachelor's degree in Electrical Engineering from IIT, Delhi and holds a Post Graduate Diploma in Management from IIM, Bengaluru. He joined True North in 2010. Prior to joining True North, he was Founder and Chief Operating Officer of a Apollo Health Street, a leading healthcare outsourcing firm and one of the top five in its space globally. Before that he worked as a consultant with McKinsey, with the corporate finance team at ANZ and as an entrepreneur at Emedlife, one of the first corporate healthcare advisory firms in India that eventually merged with the Apollo Group.

The Company has received a consent letter from Mr. Divya Sehgal to act and hold the office of Nominee Director. Mr. Sehgal has also confirmed that he is not disqualified to act as a Nominee Director under Section 164 of the Companies Act, 2013. Further, Mr. Sehgal has also provided the Deed of Covenant as required under IRDAI's Corporate Governance Guidelines 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution except to the extent of their shareholding, if any.

Details of Directors as per Secretarial Standard – 2

Name	Divya Sehgal
Date of Birth	20.10.1972
Age	47 years
Nationality	Indian
Date of first appointment	Nil
Date of appointment (proposed)	16.12.2019
Term of appointment	Retire by rotation
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil

Shareholding in the Company	Nil
Qualifications and expertise in specific functional areas	IIT Delhi-Bachelors of Technology in Electrical Engineering IIT Bangalore-Post Graduate in Management He has over 23 years of experience in the financial sector.
No. of Board meetings attended during the year (financial year)	NA
Relationships with other Directors, Manager & other KMP	None
Experience	23 years
Chairmanship/ Directorship held in other companies (excluding foreign companies and Section 8 companies)	As mentioned below
Chairmanships/ Memberships of Committees in other companies	As mentioned below

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
	NA	NA	NA	NA

List of companies in which Mr. Sehgal is the Director:

SN.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern
1.	Home First Finance Company India Limited	Nominee Director
2.	Hale Vitals LLP	Nominee of Designated Partner
3.	Fincare Business Services Limited	Nominee Director
4.	Trivitron Healthcare Private Limited	Nominee Director
5.	V-Link Automotive Services Private	Director

	Limited	
6.	Viridity Tone LLP	Nominee of Designated Partner

Details of Chairmanships/ Memberships of Committees of the Companies

Sl. No.	Name of the Company	Name of the Committees	Chairman/Member
1.	Fincare Business Services Limited	Nomination and Remuneration Committee	Member
		Risk Management Committee	Member

Item no. 3

Appointment of Mr. Maninder Singh Juneja (DIN: 02680016) as a Nominee Director with effect from December 16, 2019.

Pursuant to Section 164, 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, Mr. Maninder Singh Juneja (DIN:02680016) is proposed to be appointed as a Nominee Director of Fettle Tone LLP on the Board of the Company with effect from December 16, 2019.

Mr. Maninder is a partner at True North and is based in Mumbai where he is involved in building and managing businesses primarily in the financial services sector. An MBA from IIM Lucknow, Mr. Maninder has over 17 years' experience in the banking and financial services industry. Prior to joining True North, Mr. Maninder was the group Head for ICICI Banks Retail Banking group, covering Strategy, Products, Small Business Loans, Branch Banking and distribution channels. Prior to this, he started his career with Godrej as a Branch Manager and has worked with Godrej GE Appliances and GE Transportation financial services.

The Company has received a consent letter from Mr. Maninder Singh Juneja to act and hold the office of Nominee Director. Mr. Juneja has also confirmed that he is not disqualified to act as a Nominee Director under Section 164 of the Companies Act, 2013. Further, Mr. Juneja has also provided the Deed of Covenant as required under IRDAI's Corporate Governance Guidelines 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution except to the extent of their shareholding, if any.

Details of Directors as per Secretarial Standard – 2

Name	Maninder Singh Juneja
Date of Birth	31.01.1966
Age	53 years
Nationality	Indian
Date of first appointment	NA
Date of appointment (proposed)	16.12.2019
Term of appointment	Retire by rotation
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Shareholding in the Company	Nil
Qualifications and expertise in specific functional areas	MBA, Engineer Over 25 years of experience in strategizing, planning and setting up Branch franchise
No. of Board meetings attended during the year (financial year)	NA
Relationships with other Directors, Manager & other KMP	None
Experience	25
Chairmanship/ Directorship held in other companies (excluding foreign companies and Section 8 companies)	As mentioned below
Chairmanships/ Memberships of Committees in other companies	As mentioned below

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
	NA	NA	NA	NA

List of companies in which Mr. Juneja is the Director:

Serial No.	Names of the Companies / Bodies Corporates / Firms / association of Individuals	Nature of interest or concern / Change in interest
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		or concern
1.	Actify Data Labs Private Limited	Nominee Director
2.	Fincare Business Services Limited	Nominee Director
3.	Fedbank Financial Services Limited	Nominee Director
4.	Home First Finance Company India Limited	Nominee Director
5.	Indifi Technologies Private Limited	Director
6.	Infinity Fincorp Solutions Private Limited	Nominee Director
7.	Riviera Investors Private Limited	Director

Details of Chairmanships/ Memberships of Committees of the Companies

Sl. No.	Name of the Company	Name of the Committees	Chairman/Member
1.	Fincare Business Services Limited	Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
2.	Fedbank Financial Services Limited	Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Credit Committee	Member
3.	Home First Finance Company Limited	Audit Committee	Member
4.	Infinity Fincorp Solutions Private Limited	Corporate Social Responsibility Committee	Member
5.	Riviera Investors Private Limited	Audit Committee	Member

Item no. 4

Appointment of Mr. Rajagopalan Santhanam (DIN: 00025669) as a Nominee Director with effect from December 16, 2019.

Pursuant to Section 164, 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, Mr. Rajagopalan Santhanam (DIN:00025669) is proposed to be appointed as a Nominee Director of Fettle Tone LLP on the Board of the Company with effect from December 16, 2019.

Mr. Rajagopalan is a Managing Director of True North and is based in Mumbai. He is responsible for the smooth functioning of the finance and treasury function across portfolio companies. He also guides the Fund Management team in structuring investments and exits in a way that is tax efficient and compliant with applicable regulations. Mr. Rajagopalan is a Bachelor of Commerce and a qualified Chartered Accountant with nearly 18 years of operational experience in accounting, finance and treasury management, having worked with Monsanto and ITC Ltd in India. His achievements include ideation and implementation of tax optimized cash utilization structures, the consolidation of legal entity structures, critical support in implementing a business acquisition and sale of three non-core business lines

The Company has received a consent letter from Mr. Rajagopalan Santhanam to act and hold the office of Nominee Director. Mr. Santhanam has also confirmed that he is not disqualified to act as a Nominee Director under Section 164 of the Companies Act, 2013. Further, Mr. Santhanam has also provided the Deed of Covenant as required under IRDAI's Corporate Governance Guidelines 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution except to the extent of their shareholding, if any.

Details of Directors as per Secretarial Standard – 2

Name	Rajagopalan Santhanam
Date of Birth	25.04.1965
Age	54 years
Nationality	Indian
Date of first appointment	NA
Date of appointment (proposed)	16.12.2019
Term of appointment	Retire by rotation
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Shareholding in the Company	Nil
Qualifications and expertise in specific functional areas	Bachelor of Commerce and a Member of Institute of Chartered Accountants of India. 18 years of experience in accounting, finance and treasury management.
No. of Board meetings attended during	NA

the year (financial year)	
Relationships with other Directors, Manager & other KMP	None
Experience	18
Chairmanship/ Directorship held in other companies (excluding foreign companies and Section 8 companies)	As mentioned below
Chairmanships/ Memberships of Committees in other companies	As mentioned below

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
	NA	NA	NA	NA

List of companies in which Mr. Santhanam is the Director:

S.No.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern
1.	Degustibus Hospitality Private Limited	Nominee Director
2.	Home First Finance Company India Limited	Nominee Director
3.	Integrace Private Limited	Nominee Director
4.	Meru Mobility Tech Private Limited	Nominee Director
5.	Robo Silicon Private Limited	Director
6.	Sesa Care Private Limited	Director
7.	True North Enterprise Private Limited	Director
8.	True North Ventures Private Limited	Director
9.	Viridity Tone LLP	Designated Partner (5% of Profit Sharing Ratio)
10.	Hale Vitals LLP	Designated Partner

	(0.05% of Profit Sharing Ratio)
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Details of Chairmanships/ Memberships of Committees of the Companies

Sl. No.	Name of the Company	Name of the Committees	Chairman/Member
1.	Home First Finance Company India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2.	Integrace Private Limited	Audit Committee	Member
3.	Sesa Care Private Limited	Corporate Social Responsibility Committee	Member
4.	True North Ventures Private Limited	Corporate Social Responsibility Committee	Member

Item no. 5

Appointment of Mr. Chandrashekhar Bhaskar Bhave (DIN:00059856) as an Independent Director of the Company

Pursuant to Section 149 of the Companies Act, 2013 read with the Rules framed there under, Mr. Chandrashekhar Bhaskar Bhave (DIN:00059856) is proposed to be appointed as an Independent Director on the Board of the Company for a term of five consecutive years with effect from December 16, 2019 to December 15, 2024.

Mr. Chandrashekhar Bhaskar Bhave fulfills the requisite conditions of being an Independent Director as specified in section 149(6) of the Companies Act, 2013. The appointment of Mr. Chandrashekhar Bhaskar Bhave as an Independent Director of the Company is for a term of 5 years starting from December 16, 2019 upto December 15, 2024

Mr. Bhave has over 44 years of vast experience in regulatory and financial services sector. He is a 1975 batch IAS officer. He worked in different positions in the Central and State Governments and also won awards from the Government of Maharashtra for his outstanding work in the area of family welfare and excellence in administration. He then worked in Securities and Exchange Board of India (SEBI) as a Senior Executive Director from 1992-1996, helping create the regulatory infrastructure for Indian capital markets. Mr. Bhave took voluntary retirement from the IAS to set up the National Securities Depository Limited (NSDL), the first depository, in 1996 and was its Chairman and Managing Director from 1996 to 2008.

Max Bupa Health Insurance Company Limited
CIN – U66000DL2008PLC182918

Registered Office and Corporate Office: B1/1-2, Mohan Cooperative Industrial Estate, Mathura Road,
New Delhi – 110044, India.

Tel.: +91-11-30902000, Fax No.: +91-11-30902010, www.maxbupa.com

Mr. Bhave worked as the Chairman of SEBI, India's capital market regulator, from 2008 to 2011. During this time, he was also the Chairman of the Asia-Pacific regional Committee and a member of the Technical and Executive Committees of the International Organization of Securities Commissions (IOSCO). He was responsible for revolutionising the Indian capital market by getting market players to accept the new system of dematerialised shares and debentures. Mr. Bhave was a member of the Board of the Public Interest Oversight Board (PIOB), which is a not-for-profit foundation registered in Madrid, Spain. He was also a trustee of the IFRS foundation based in London and is a member of the Regulatory Committee of Abu Dhabi Global Markets.

The Company has received consent from Mr. Chandrashekhar Bhaskar Bhave to act as a Director of the Company along with a declaration under Section 149 of the Companies Act, 2013 and intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As per the provisions of the Section 149 (13) of the Companies Act, 2013, Mr. Chandrashekhar Bhaskar Bhave shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested either financially or otherwise in the proposed resolution except to the extent of their shareholding, if any.

Based on the various disclosures and declarations received from Mr. Chandrashekhar Bhaskar Bhave, the Board of Directors is of the opinion that Mr. Bhave fulfills the conditions specified in the Companies Act, 2013 and Rules framed there under and that he is independent of the management of the Company.

Details of Directors as per Secretarial Standard – 2

Name	Chandrashekhar Bhaskar Bhave
Date of Birth	28-08-1950
Age	69 years
Nationality	Indian
Date of first appointment	NA
Date of appointment (proposed)	16.12.2019
Term of appointment	As per appointment letter
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil; only sitting fees will be paid
Shareholding in the Company	Nil
Qualifications and expertise in specific functional areas	Bachelor of Engineering (Electrical Engineering)

	IAS officer (1975 batch)
No. of Board meetings attended during the year (financial year)	NA
Relationships with other Directors, Manager & other KMP	None
Experience	46 years
Chairmanship/ Directorship held in other companies (excluding foreign companies and Section 8 companies)	As mentioned below
Chairmanships/ Memberships of Committees in other companies	As mentioned below

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
	NA	NA	NA	NA

List of companies in which Mr. Chandrashekhar Bhaskar Bhawe is the Director:

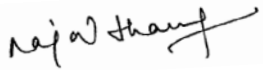
SI No.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern
1	Tejas Networks Limited	Director
2	Mahindra And Mahindra Financial Services Limited	Director
3	Vistaar Financial Services Private Limited	Director
4	Avenue Supermarts Limited	Director
5	Indian Institute For Human Settlements	Director (0.36% shareholding)

Details of Chairmanships/ Memberships of Committees of the Companies

Sl. No.	Name of the Company	Name of the Committees	Chairman/Member
1.	Tejas Networks Limited	Audit Committee	Chairman
		Nomination &	Member

		Remuneration Committee	
		Risk Management Committee	Member
2.	Mahindra And Mahindra Financial Services Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Member
		Risk Management Committee	Chairman
		IT Strategy Committee	Member
3.	Vistaar Financial Services Private Limited	Board of Directors	Chairman
		Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
4.	Avenue Supermarts Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
5.	Indian Institute For Human Settlements	Board of Directors	Chairman
		Executive Committee	Chairman

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



Rajat Sharma
Company Secretary
Membership
No – F7069

Place: New Delhi
Date: 16.12.2019

B1 / I-2, Mohan Cooperative Industrial Area,
Mathura Road, New Delhi – 110044
Email ID: rajat.sharma@maxbupa.com



Attendance Slip
(to be presented at the entrance)

MAX BUPA HEALTH INSURANCE COMPANY LIMITED

CIN: U66000DL2008PLC182918

Registered Office: B1/I2, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi – 110044, India.

20th Extra-ordinary General Meeting to be held on December 16, 2019 at 1815 hrs at 1, South End, Rajesh Pilot Marg, New Delhi-110011, India.

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

I hereby record my presence at the 20th Extra-ordinary General Meeting of the Company being held at 1, South End Lane (Rajesh Pilot Lane), Rajesh Pilot Marg, New Delhi-110011, India, on December 16, 2019 at 1815 hrs.

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.

CONSENT BY SHAREHOLDER TO SHORTER NOTICE
[Pursuant to Section 101(1) of the Companies Act, 2013]

To,

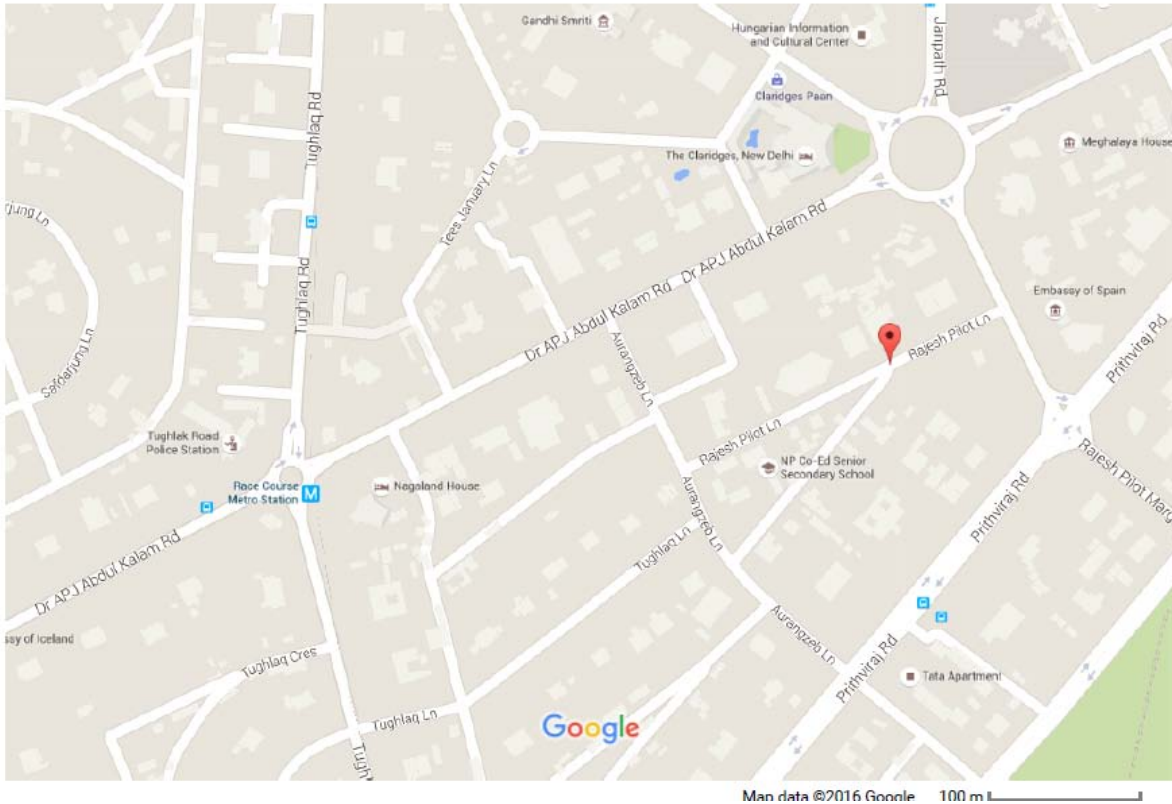
**The Board of Directors,
Max Bupa Health Insurance Company Limited,
B1/ I2, Mohan Cooperative Industrial Estate,
Mathura Road,
New Delhi – 110044,
India.**

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 Max Bupa Health Insurance Company Limited ('the Company'), hereby give my
consent pursuant to Section 101(1) of the Companies Act, 2013, to hold an 20thExtra –
Ordinary General Meeting of the Company on December 16, 2019 at 1815 hrs at 1
South End, Rajesh Pilot Lane, New Delhi 110011, India, at shorter notice.

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Signed this

Route Map and landmark to the Venue



1, South End Lane, Rajesh Pilot Marg, New Delhi-110011, India.