

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of **NARAYANA HEALTH INSURANCE LIMITED** (the "Company") will be held on **Friday, Twenty First day of June, 2024 at 11:30 A.M. IST** at shorter notice at the registered office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 560099, Karnataka, India, to transact the following businesses:

SPECIAL BUSINESS:

TO APPROVE PAYMENT OF REMUNERATION TO MS. ANAMIKA ROY RASHTRAWAR (DIN: 07870227) AND MS. TAJINDER MUKHERJEE (DIN: 08227563) NON-EXECUTIVE - INDEPENDENT DIRECTORS OF THE 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 147, 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and as per the IRDAI Guidelines on remuneration to non- executive Directors read with relevant IRDAI Regulations & Insurance Laws and Revised Nomination and Remuneration Policy of the Company, consent be and is hereby given to pay the remuneration of Rs.5 lakhs each to Ms. Anamika Roy Rashtrawar (DIN: 07870227) and Ms. Tajinder Mukherjee (DIN: 08227563), Non-Executive Independent Directors of the Company for the financial year 2023-24 and the same be considered on proportional basis for part of the financial year if the office of director is held for part of the financial year and that no remuneration shall be paid to other non-executive directors nominated by the Promoter."

"RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

**For and on Behalf of Board of Directors
Narayana Health Insurance Limited**

**Date: 21st May, 2024
Place: Bengaluru**

**Naresh Kumar Katla
Company Secretary & Chief
Compliance Officer**

NOTES:

1. The members who intend to be present in the EGM shall accord their presence at the registered office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore-560099, Karnataka, India.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as a proxy to attend and to vote on a poll instead of himself/herself, and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, should however be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable.
3. Members/Proxies attending the meeting are kindly requested to complete the enclosed attendance slip, affix their signature at the place provided thereon and hand it over at the entrance.
4. As the Extra Ordinary General Meeting of the Company has been called on a shorter notice, members of the Company are requested to give their consent in the prescribed format enclosed separately and submit the same to conduct the EGM at shorter notice.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto.
6. The members whose name is appearing in the Register of Members/Record of depositories as on Thursday, June 20, 2024 (cutoff date) will only be considered for voting. Each share carries a vote.
7. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

TO APPROVE PAYMENT OF REMUNERATION TO MS. ANAMIKA ROY RASHTRAWAR (DIN: 07870227) AND MS. TAJINDER MUKHERJEE (DIN: 08227563) NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY

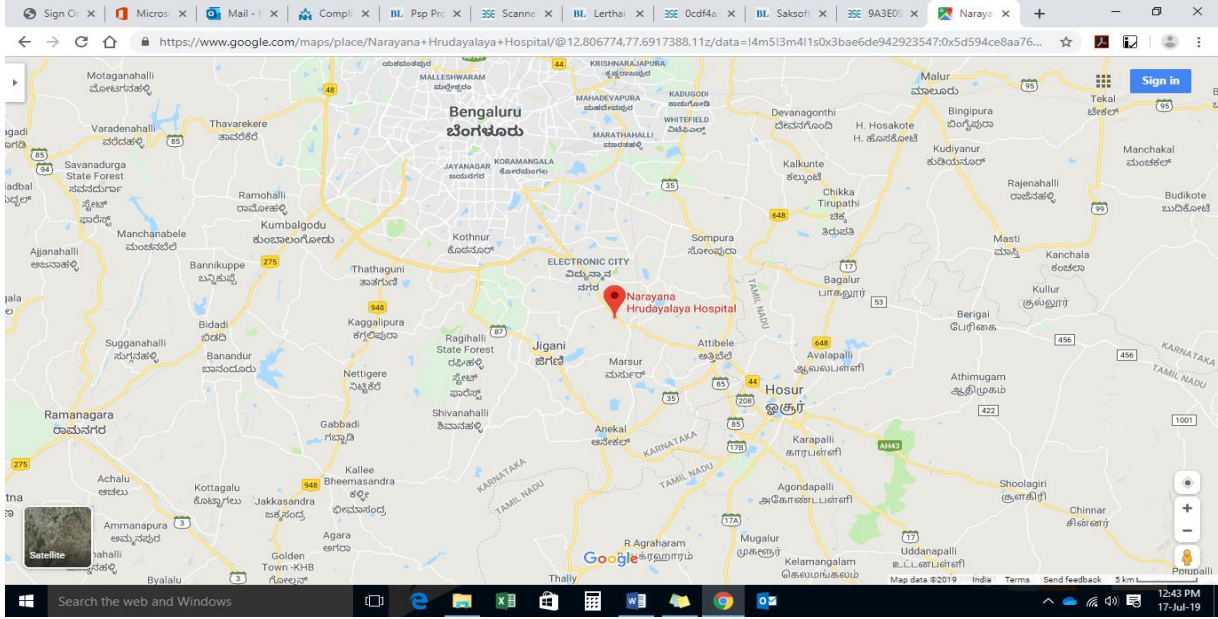
The Board of Directors on 12th September, 2023, approved remuneration payable to Directors to be effective from 28th August 2023 for FY 2023-24 to be Rs.5 lakhs for each independent director subject to approval of the Shareholders and the same be considered on proportional basis for part of the financial year if the office of director is held for part of the financial year and that no remuneration shall be paid to other non-executive directors nominated by the Promoter.

The details of the independent Directors are as under:

Name of the Director	Ms. Anamika Roy Rashtrawar
Age & Qualification	60, MA (English), CPCU from the Institutes, USA and Fellow from The Insurance Institute of India
Remuneration last drawn	NIL
Date of first appointment	28/08/2023
Shareholding details	NIL
Relationship with other Directors/KMP	NA
Details of other Directorship, membership/ Chairmanship of other Boards	NA
No. of Board Meetings attended during the year	5

Name of the Director	Ms. Tajinder Mukherjee
Age & Qualification	62, B.Com(Hons), FIII
Remuneration last drawn	NIL
Date of first appointment	28/08/2023
Shareholding details	NIL
Relationship with other Directors/KMP	NA
Details of other Directorship, membership/ Chairmanship of other Boards	NA
No. of Board Meetings attended during the year	5

Route Map to the Venue of Extra Ordinary General Meeting to be held on Friday, 21st June, 2024 at 11:30 A.M. at the Registered Office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore-560099, Karnataka, India.



ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Friday, 21st June, 2024 at 11:30 A.M. IST at the Registered Office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore-560099, Karnataka, India.

Name:
Joint holders' name (if any):
Address:
Registered Folio Number/ DP ID and Client ID:
Number of Shares held:
Name of the Proxy/Representative, if any:

I certify that I am a registered Member/proxy for the registered Member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Members of NARAYANA HEALTH INSURANCE LIMITED to be held on **Friday, 21st June, 2024 at 11:30 AM IST** at the registered office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 560099, Karnataka, India.

Viren Prasad Shetty

**Name of the Member/proxy
(In BLOCK Letters)**

Signature of the Member/proxy