

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-Ordinary General Meeting of the members of NARAYANA HEALTH INSURANCE LIMITED will be held on Wednesday, 16<sup>th</sup> August 2023 at 3:00 P.M. 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 APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

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

“**RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) in compliance with Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditors' Report of Insurance Companies) Regulations, 2002 and pursuant to the recommendations of the Board of Directors of the Company, M/s R.G.N Price & Co, Chartered Accountants, Bengaluru, having Firm Registration No.002785S, who have confirmed their eligibility for the appointment pursuant to Section 141 of the Companies Act, 2013 and guidelines issued by IRDAI, as Statutory Auditors of the Company, be and are hereby appointed as the Statutory Auditors of the Company to hold the office with effect from this Extra Ordinary General Meeting (EGM) until the conclusion of First Annual General Meeting (AGM) of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

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

**Date: 14<sup>th</sup> August 2023**  
**Place: Bengaluru**

**Mr. Viren Prasad Shetty**  
**Director**  
**DIN: 02144586**

**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. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy. However, such a person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an attendance slip, which is annexed to the proxy form. 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.
5. 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.
6. 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.
7. The members whose name is appearing in the Register of Members/Record of depositories as on Monday, the 14<sup>th</sup> day of August, 2023 (cutoff date) will only be considered for voting. Each share carries a vote.
8. 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 APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

The Board of Directors of the Company has recommended for seeking approval of the Members, for appointment of M/s R.G.N Price & Co, Chartered Accountants, Bengaluru, having Firm Registration No.002785S, as Statutory Auditors of the Company till the conclusion of 1st (First) Annual General Meeting of the Company, at such remuneration as may be approved by the shareholders of the Company.

M/s R.G.N Price & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and pursuant to Annexure 7 to Corporate Governance Guidelines for Insurers in India, the Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditors' Report of Insurance Companies) Regulations, 2002.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in this Notice, for the approval of the Shareholders.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

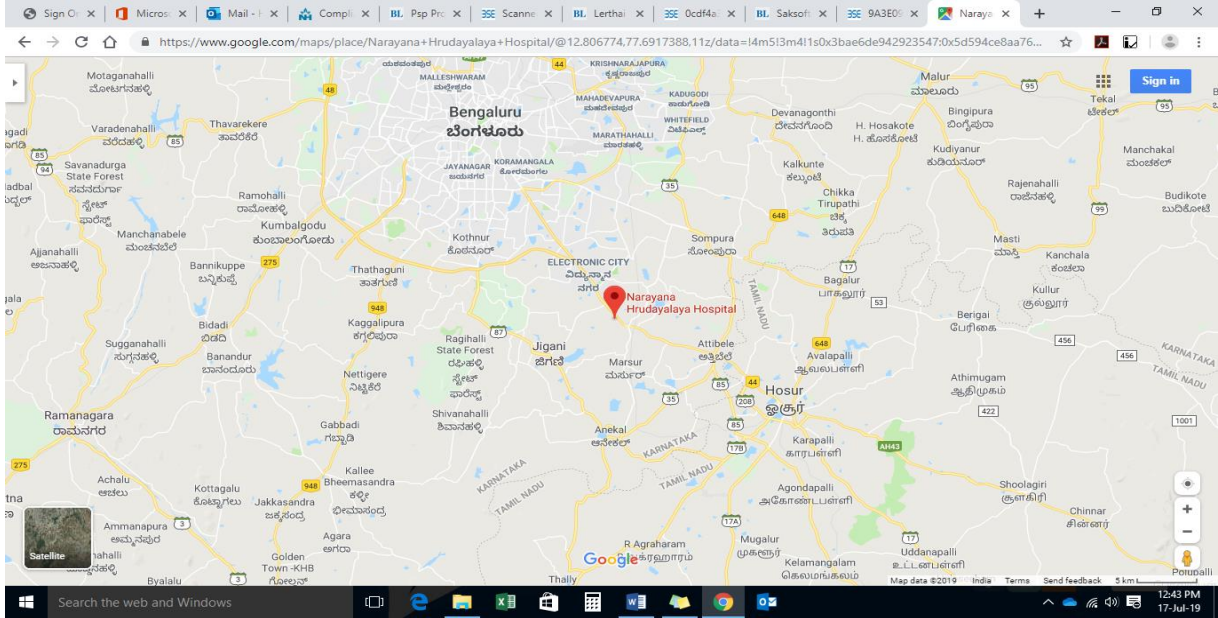
**Date: 14<sup>th</sup> August 2023**  
**Place: Bengaluru**

**Mr. Viren Prasad Shetty**  
**Director**  
**DIN: 02144586**

**NARAYANA HEALTH INSURANCE LIMITED**

**Registered Office: No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 560099, Karnataka, India  
CIN: U65120KA2023PLC174002**

**Route Map to the Venue of Extra Ordinary General Meeting to be held on Wednesday, 16<sup>th</sup> August, 2023 at 03.00 P.M. at Registered Office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore-560099, Karnataka, India.**



**Corporate Office: 261/A, 2<sup>nd</sup> Floor, Bommasandra Industrial Area, Anekal Taluk, Bangalore – 560099, Karnataka, India  
Tel: 080 – 7122 2636 | Email: info@narayanahealth.org**

**ATTENDANCE SLIP**

**Extra Ordinary General Meeting to be held on Wednesday, 16<sup>th</sup> August, 2023 at 03.00 P.M. at 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 Wednesday, 16<sup>th</sup> August, 2023 at 03.00 P.M. at registered office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 560099, Karnataka, India.

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

**Signature of the Member/proxy**

**NARAYANA HEALTH INSURANCE LIMITED**  
**Registered Office: No. 258/A, Bommasandra Industrial Area, Anekal Taluk,**  
**Bangalore - 560099, Karnataka, India**  
**CIN: U65120KA2023PLC174002**

**FORM OF PROXY**

**Form No. MGT-11**

**[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies  
(Management and Administration) Rules, 2014]**

**Extra Ordinary General Meeting to be held on Wednesday, 16<sup>th</sup> August, 2023 at 03.00 P.M.  
at Registered Office of the Company situated at No. 258/A, Bommasandra Industrial Area,  
Anekal Taluk, Bangalore - 560099, Karnataka, India.**

**CIN:** U65120KA2023PLC174002

**Name of the Company:** Narayana Health Insurance Limited

**Registered Office:** No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 560099

**Name of the Member (s):**

**Registered address:**

**E-mail Id:**

**Folio No/ Client Id:**

**DP ID:**

I/We, being the Member (s) of Narayana Health Insurance Limited, holding -----  
shares of the above-named Company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
  
2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
  
3. Name: .....  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Members to be held on Wednesday, 16<sup>th</sup> August 2023, at 03:00 A.M. at registered office of the Company situated at No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 560099, Karnataka, India, and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Business	Optional*	
		For	Against
1.	To approve appointment of Statutory Auditor of the company and to fix their remuneration.		

Affix Revenue  
Stamp

Signed this..... day of..... 2023.

**NARAYANA HEALTH INSURANCE LIMITED**  
**Registered Office: No. 258/A, Bommasandra Industrial Area, Anekal Taluk,**  
**Bangalore - 560099, Karnataka, India**  
**CIN: U65120KA2023PLC174002**

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Signature of Member	Signature of Proxy holder(s)
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**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, please refer to the Notice of the Extra Ordinary General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.