

APOLLO MUNICH HEALTH INSURANCE COMPANY LTD

Regd Office: 101, First Floor, Inizio, Cardinal Gracious Road, Chakala, Opposite P & G Plaza, Andheri (East),
Mumbai Mumbai-400069

NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED (AMHI) WILL BE HELD AT A SHORTER NOTICE ON SATURDAY, JANUARY 4, 2020, AT 09: 30 A.M. AT CPC OFFICE, ILABS CENTRE, PLOT NO 404-405, UDYOG VIHAR, PHASE III,, GURGAON 122016, HARYANA, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

I. Change of Name 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 subject to the approval of Central Government under section 13 of the Companies Act, 2013 read and the Rules framed thereunder (including any statutory amendment (s), modification(s), re-enactment thereof, for the time being in force), the name of the Company be changed from "APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED" to "HDFC ERGO HEALTH INSURANCE LIMITED or such other name as may be made available by the Ministry of Corporate Affairs and that the new name of the Company shall be effective from the date of issue of fresh Certificate of Incorporation by the Registrar of Companies in that behalf, and accordingly the new name, wherever it appears in the Memorandum and Article of Association and other documents of the Company be substituted for 'APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED'.

RESOLVED FURTHER THAT any one of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and file necessary Forms/ Returns with the Registrar of Companies/Ministry of Corporate Affairs as may be required to give effect to this resolution."

II. Alteration in the Name Clause of the Memorandum of Association:

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 Section 13 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment (s), modification(s), re-enactment thereof, for the time being in force), the existing Clause I of the Memorandum of Association of the Company be and is hereby substituted and shall read as:

- I. The name of the Company is HDFC ERGO HEALTH INSURANCE LIMITED

RESOLVED FURTHER THAT any one of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and file necessary Forms/ Returns with the Registrar of Companies/Ministry of Corporate Affairs as may be required to give effect to this resolution.”

By Order of the Board of Directors

Place: Gurgaon
Date: January 1, 2020

sd/-
Srikanth Kandikonda
Chief Financial Officer & Company Secretary

NOTES:

- (i) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
- (iii) A person can act as proxy on behalf of Members not exceeding fifty and holding in the 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 and such person shall not act as proxy for any other person or shareholder.
- (iv) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution under Section 113 of the Act, authorising their representative to attend and vote on their behalf at the Meeting.
- (v) Proxy shall not vote except on a poll.
- (vi) In case of joint holders attending the Meeting, only the first named holder will be entitled to vote.
- (vii) All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company during business hours from the date hereof up to the date of the Meeting.
- (viii) Member's may also note that Notice of EGM will also be available on the Company's website www.apollomunichinsurance.com.

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

The Company, Housing Development Finance Corporation Limited (HDFC), HDFC ERGO General Insurance Company Limited (HDFC ERGO GIC), Apollo Hospitals Enterprise Limited, Apollo Energy Company Limited, Munich Health Holdings AG and other shareholders of AMHI have entered into Share Purchase Agreement (SPA) dated June 19, 2019 for and in connection with the acquisition of upto 51.2% of shareholding of the Company by HDFC, subject to receipt of necessary regulatory approvals.

Pursuant to receipt of approvals from Insurance Regulatory and Development Authority of India (IRDAI), Competition Commission of India (CCI) and Reserve Bank of India, HDFC to acquire 51.2% of shareholding of the Company and shall become a subsidiary of HDFC. The Company has received CCI, RBI and IRDAI approval on September 6, 2019, December 17, 2019 and January 1, 2020 respectively.

In view of the same, it is proposed to change the name of the Company from “**APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED**” to “**HDFC ERGO HEALTH INSURANCE LIMITED**” or such other name as may be approved by the Registrar of Companies/Ministry of Corporate Affairs (MCA) and also amend Clause 1 of Memorandum of Association of the Company.

In terms of section 13 of the Companies Act, 2013, the approval of members by way of special resolution is required for change of name and alteration of Memorandum of Association.

The Board of Directors recommends the Special Resolutions as set out at Item No. 1 & 2 of this notice, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

Place: Gurgaon
Date: January 1, 2020

sd/-
Srikanth Kandikonda
Chief Financial Officer & Company Secretary

Form No. MGT-11

Proxy form

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

Name of the company: APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED

CIN:

Registered office:

Name of the member(s):

Registered address:

Email id:

Folio No/ Client Id:

DP ID:

I/ We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name: Address:

Email Id: Signature:or failing him/her

(2) Name: Address:

Email Id: Signature:or failing him/her

(3) Name: Address:

Email 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 Company, to be held on the _____, _____, 2020 at ____ A.M. at the CPC Office of the Company at a shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

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|-------------------------|--|
| Special Business | |
|-------------------------|--|

| | |
|----|---|
| 1. | Change of Name of the Company |
| 2. | Alteration in name clause of Memorandum of Association of the Company |

Signed this day of..... 2020

Signature of Member(s):

Signature of Proxy holder(s):

| |
|---------------------|
| Affix Revenue Stamp |
|---------------------|

ATTENDANCE SLIP

(Please hand over at entrance of the Venue)

Extra Ordinary General Meeting – _____, _____, 2020

I / We hereby record my / our presence at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held at the CPC Office of the Company, _____, on _____, _____, 2020 at _____ A.M

Full name of the Member (IN BLOCK LETTERS)

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Folio No.: DP ID No.: Client ID No.:

No. of Shares held:

Full name of Proxy (IN BLOCK LETTERS):

Member's / Proxy's Signature:

Note: The Member/Proxy must bring this Attendance Slip to the Meeting duly completed and signed and hand over the same at entrance of the venue.

ROUTE MAP TO THE VENUE OF EXTRAORDINARY GENERAL MEETING

