

## NOTICE

Notice is hereby given that the **TENTH ANNUAL GENERAL MEETING (“AGM”)** of the Members of **APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED** will be held at a shorter notice at the registered office of the Company at Apollo Hospitals Complex, Jubilee Hills, Hyderabad-500 033, on Thursday, the 29<sup>th</sup> day of September, 2016 at 11:00 A.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2016, Revenue Account, Receipts and Payments Account and Profit & Loss Account for the year ended on that date together with the reports of Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Andrew Kielty (Holding DIN 07071351), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. Doris Sophia Hoepke (Holding DIN 07070894), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint Joint Statutory Auditors and to fix their remuneration, and in this connection, to consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

**“RESOLVED** that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder read with applicable regulations, guidelines, circulars issued by Insurance Regulatory Development Authority of India (IRDAI), M/s. S. Viswanathan, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 004770S, be and are hereby appointed as the Joint Statutory Auditors for the period commencing from conclusion of this meeting till the conclusion of the 15th Annual General Meeting on such remuneration as may be determined by the Board of Directors or Audit Committee in consultation with the Statutory Auditors.

**RESOLVED FURTHER** that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder read with applicable regulations, guidelines, circulars issued by Insurance Regulatory Development Authority of India (IRDAI), M/s. S.N. Dhawan & Co., Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 000050N, be and are hereby appointed as the Joint Statutory Auditors for the financial year 2016 – 17 commencing from conclusion of this meeting till the conclusion of the next

Annual General Meeting on such remuneration as may be determined by the Board of Directors or Audit Committee in consultation with the Auditors.”

**SPECIAL BUSINESS:**

**Amendment of Articles of Association of the Company**

5. 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, read with Companies (Incorporation) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to amend and re-adopt the regulations contained in the draft Articles of Association tabled at this meeting, to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** Mr. Antony Jacob, Whole Time Director & Chief Executive Officer, Ms. Shobana Kamineni, Whole Time Director and Mr. Srikanth Kandikonda, Chief Financial Officer & Company Secretary of the Company of the Company be and are hereby severally authorised to perform all such acts, deeds, matters and things and take all such necessary steps as may be required to give effect to the above resolution.”

**By Order of the Board of Directors  
For Apollo Munich Health Insurance Co Ltd**

**Place:** Gurgaon  
**Date:** 23.09.2016

**Srikanth Kandikonda  
Chief Financial Officer & Company Secretary**

**NOTES:**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b. The instrument appointing the proxy, duly completed,, stamped and signed, must be deposited at the Company’s registered office not less than forty eight hours before the commencement of the meeting. The proxy form for AGM is enclosed herewith.
- c. Pursuant to provisions of section 105 of the Companies Act, 2013 read with applicable rules, a person can act as proxy on behalf of the members not exceeding fifty and holding in

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**APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED**

Reg. Off: Apollo Hospitals complex, Jubilee Hills, Hyderabad – 500033, CIN: U66030AP2006PLC051760 IRDA Registration Number: 131 Email: companysecretary@apollomunichinsurance.com, Website: www.apollomunichinsurance.com  
Phone: +91-124-4584333, Fax: +91-124-4584111

the aggregate not more than ten percent of the total paid up share capital of the Company. In case a proxy is proposed to be appointed by the member holding more than ten percent of the total paid up share capital of the Company carrying voting rights, then such member may appoint a single person as proxy and such proxy shall not act as proxy for any other member. A proxy holder needs to show his identity at the time of attending the meeting.

- d. During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
- e. Members/proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
- f. Notice of AGM along with Attendance slip and proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company. Member's may also note that Notice of AGM will also be available on the Company's website [www.apollomunichinsurance.com](http://www.apollomunichinsurance.com). The notice will also be available at Company's registered office for inspection during normal business hours on working days.
- g. All documents referred to in the Notice of AGM will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM and copies thereof shall also be made available for inspection in physical or in electronic form at the corporate office of the Company situated at Gurgaon up to the date of annual general meeting.
- h. The members of the company have given their consent to convene the annual general meeting at a shorter notice.
- i. An Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto.
- j. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- k. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM No. 5**

In view of the Indian Owned and Controlled Guidelines dated 19<sup>th</sup> October, 2015 issued by Insurance Regulatory Development Authority of India (IRDA), the IRDA has approved the amendments to Joint Venture Agreement (JV Agreement) entered amongst shareholders and the Company on 17<sup>th</sup> June, 2016 to be in compliant with the aforesaid guidelines. The Articles of Association (AOA) of the Company needs to be amended to incorporate necessary clauses of JV Agreement to align with the duly amended JV Agreement.

Further with the implementation of the Companies Act, 2013, the existing AOA of the Company which was drafted based on the Companies Act, 1956 do not reflect the changes made in the new Companies Act, 2013.

Hence it is proposed to amend the existing AOA and substitute them with the new set of AOA in line with the requirements as specified under the provisions of the Companies Act, 2013 and amended JV Agreement.

As per the provisions of Section 14(1) of the Companies Act, 2013, re-adoption of the AOA of the Company requires approval of members by way of passing a special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the proposed Resolution.

The Board recommends the above resolution for approval by the members of the Company.

**By Order of the Board of Directors  
For Apollo Munich Health Insurance Co Ltd**

**Place:** Gurgaon  
**Date:** 23.09.2016

**Srikanth Kandikonda  
Chief Financial Officer & Company Secretary**



**APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED**

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IRDA Registration Number: 131

Email: Companysecretary@apollomunichinsurance.com,

Website: www.apollomunichinsurance.com

Phone: +91-124-4584333, Fax: +91-124-4584111

**PROXY FORM**

(Pursuant to section 105(6) of the Companies, Act 2013 and Rule 19(3) of the Companies

(Management and Administration) Rules, 2014

**CIN:** U66030AP2006PLC051760

**Name of the Company:** Apollo Munich Health Insurance Company Limited

**Registered Office:** Apollo Hospitals Complex, Jubilee Hills, Hyderabad-500 033.

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

**Registered Address:**

**Email Id:**

**DP Id:**

**Folio No/Client 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

2. Name:

Address:

Email Id:

Signature: ....., or failing him

3. Name:

Address:

Email Id:

Signature: ....., or failing him

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Thursday, the 29<sup>th</sup> day of September, 2016 at 11:00 A.M. at the registered office of the Company at Apollo Hospitals Complex, Jubilee Hills, Hyderabad-500 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Particulars	Options	
		For	Against
1	Receive, consider and adopt Financial statements		
2	Re-appointment of Mr. Andrew Keilty as a Director liable to retire by rotation		
3	Re-appointment of Dr. Doris Sophia Hoepke as a Director liable to retire by rotation		
4	Appointment of M/s S Vishwanathan and M/s S N Dhawan & Co. Joint Statutory Auditors		
5	Amendment of Articles of Association of the Company		

Signed this .....day of ..... 2016

Signature of Shareholder(s)

Signature of Proxy holder(s)

**Note:** 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.

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**ATTENDANCE SLIP****Tenth Annual General Meeting, Thursday, the 29<sup>th</sup> day of September, 2016 at 11:00 AM**

Regd. Folio No. \_\_\_\_\_/DP ID \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_ No. of  
shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Tenth Annual General Meeting of the Company on Thursday, the 29<sup>th</sup> day of September, 2016 at 11:00 A.M. at the registered office of the Company at Apollo Hospitals Complex, Jubilee Hills, Hyderabad-500 033.

\_\_\_\_\_  
\_\_\_\_\_

Member's/Proxy's name in Block Letters  
Member's/Proxy's Signature

AFFIX REVENUE STAMP OF RUPEE ONE
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- Note: 1. Please fill this attendance slip and hand it over at the entrance of the hall.  
2. Please find attached the route map to the venue.

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**ROUTE MAP TO THE VENUE OF TENTH ANNUAL GENERAL MEETING**

