

## **NOTICE**

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of the **APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED** will be held on Friday, the 16<sup>th</sup> day of December, 2016, at 2<sup>nd</sup> & 3<sup>rd</sup> Floor, iLabs Centre, Plot no 404-405, Udyog Vihar Phase III, Gurgaon 122 016, India, at 11:00 a.m.to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item No 1: Re-Appointment of Ms. Shobana Kamineni as the Whole-time Director 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 Insurance Regulatory and Development Authority of India (IRDAI) and pursuant to the provisions of Section 34A of the Insurance Act, 1938, and the applicable provisions of the Companies Act, 2013, as amended from time to time, the consent of the Board of Directors be and is hereby accorded for the re-appointment of Ms. Shobana Kamineni as the Whole-time Director for a period of three (3) years with effect from 17<sup>th</sup> December, 2016 on the existing terms and conditions and remuneration as detailed below:—

#### 1. Powers:

The Whole-time Director shall supervise the overall functioning of the Company and exercise such powers as may be entrusted to her by the Board of Directors from time to time subject to the supervision, superintendence and control of the Board.

#### 2. Remuneration:

- a. Salary: Rs.4,00,000/- (Rupees Four Lacs Only) per month
- b. The use of company’s car facility for official and personal purposes at applicable perquisite tax , if any.
- c. The contribution towards Provident Fund, Gratuity, etc, shall be as per the policy of the company.
- d. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to other senior executives and whole time directors from time to time.

and that the remuneration to be reviewed further next year subject to seeking necessary regulatory and other approvals.”

**“RESOLVED FURTHER** that subject to the approval of IRDAI, the Board of Directors on the recommendation of Nomination and Remuneration Committee, be and are hereby authorised

to vary the terms of appointment or increase the remuneration and perquisites to the extent it may consider appropriate, and as may be permitted or authorised in accordance with any provisions under the Insurance Act, 1938 and Companies Act, 2013 or Schedules appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under."

**"RESOLVED FURTHER** that Mr. Antony Jacob, Whole-time Director & CEO and Mr. Srikanth Kandikonda, Chief Financial Officer & Company Secretary of the Company, be and are hereby severally authorised to file on behalf of and in the name of the Company, the necessary applications with IRDAI seeking approval under Section 34A of the Insurance Act, 1938 on the re-appointment and remuneration of Ms. Shobana Kamineni as Whole-time Director of the Company."

**"RESOLVED FURTHER** that Mr. Antony Jacob, Whole-time Director & CEO and Mr. Srikanth Kandikonda, Chief Financial Officer & Company Secretary of the Company, be and are hereby severally authorised to file the necessary forms with Registrar of Companies, Ministry of Corporate Affairs and to do all the necessary acts, deeds and things as may be necessary or 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:** 15.11.2016

**Sd/-  
Srikanth Kandikonda  
Chief Financial Officer & Company Secretary**

**Notes:**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM 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 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 EGM alongwith 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 EGM 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 EGM will be available for inspection at the Company's registered office during normal business hours on working days upto the date of EGM 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 EGM.
- h. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto.
- i. 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.
- j. A Route Map along with prominent landmark for easy location to reach the venue of EGM is annexed with the notice of EGM.

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

**ITEM No. 1**

The Shareholders of the Company in their Extraordinary General Meeting dated 18.12.2013 had appointed Ms. Shobana Kamineni as the Whole-time Director for a period of three (3) years effective from 17.12.2013. The term of her appointment as Whole-time Director shall come to end on 16.12.2016.

Accordingly, it is proposed that Ms. Shobana Kamineni be re-appointed as a Whole-time Director for a further term of three (3) years effective from 17.12.2016. The Nomination and Remuneration Committee and Board of Directors have already approved and recommended re-appointment of Ms. Shobana Kamineni as Whole-time Director for a further term of three (3) years effective from 17.12.2016 on the existing terms and conditions and that the remuneration to be reviewed further next year.

The proposed re-appointment is subject to the approval of IRDAI under section 34A of Insurance Act, 1938.

The proposed resolution under item no.1 and this explanatory statement may be treated as an abstract of the terms and conditions of the appointment of Ms. Shobana Kamineni as Whole-time Director in terms of Section 190 of Companies Act, 2013. Ms. Shobana Kamineni does not have any other pecuniary relationship with the company except the remuneration proposed to be paid by the Company.

Keeping in view the experience and expertise of Ms. Shobana Kamineni, the Board recommends the resolution under item no. 1 for your approval as an ordinary resolution. None of the directors, except Dr. Prathap C Reddy (Father of appointee), Ms. Suneeta Reddy (Sister of appointee), and Ms. Shobana Kamineni (appointee) are deemed to be concerned or interested in the resolution.

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

**Place:** Gurgaon  
**Date:** 15.11.2016

**Sd/-  
Srikanth Kandikonda  
Chief Financial Officer & Company Secretary**



**APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED**

Reg. Off: Apollo Hospitals complex, Jubilee Hills, Hyderabad - 500033

Corporate Identity Number: U66030AP2006PLC051760

IRDA Registration Number: 131

Email: [Companysecretary@apollomunichinsurance.com](mailto:Companysecretary@apollomunichinsurance.com),

Website: [www.apollomunichinsurance.com](http://www.apollomunichinsurance.com)

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

**Attendance Slip**

**Extraordinary General Meeting, December, 16<sup>th</sup> 2016 at 11:00 a.m.**

Registered Folio:

Number of shares held:

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

I hereby record my presence at the Extraordinary General Meeting of the Company held at at Apollo Munich Health Insurance Company Limited, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, iLabs Centre, Plot no 404-405, Udyog Vihar Phase III, Gurgaon 122 016, Haryana, India, at 11:00 a.m. (IST)

\_\_\_\_\_  
Name of the member/proxy  
(in Block letters)

\_\_\_\_\_  
Signature of the member/proxy

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.



**APOLLO MUNICH HEALTH INSURANCE COMPANY LIMITED**

Reg. Off: Apollo Hospitals complex, Jubilee Hills, Hyderabad - 500033

Corporate Identity Number: U66030AP2006PLC051760

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, Telangana

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

**Registered Address:**

**Email Id:**

**Folio No:**

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 16<sup>th</sup> December 2016 at 11.00 a.m. at Apollo Munich Health Insurance Company Limited, CPC Office, iLabs Centre, 2nd & 3rd Floor, Plot No 404 - 405, Udyog Vihar, Phase – III, Gurgaon -122016, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No**

1. Re-appointment of Ms. Shobana Kamineni as Whole Time Director of the Company

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

Signature of Shareholder(s)

Signature of Proxy holder(s)

AFFIX REVENUE STAMP OF RUPEE ONE
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**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.

### Details of Director seeking re-appointment

(Pursuant to Secretarial Standards on General meetings)

Particulars	Name of the Directors - Ms. Shobana Kamineni
Age	56 years
Qualification	Degree in Economics and Masters in Business Administration
Experience	23 years
a. Terms and conditions of appointment or re-appointment	<p>Reappointed as a Whole-time Director of the Company for a period of 3 years with effect from 17.12.2016</p> <p>Remuneration:</p> <p>a) Salary: Rs.4,00,000/- (Rupees Four Lacs Only) per month</p> <p>b) The use of company's car facility for official and personal purposes at applicable perquisite tax, if any.</p> <p>c) The contribution towards Provident Fund, Gratuity, etc., shall be as per the policy of the company.</p> <p>d) Such other allowances, perquisites, benefits and amenities as may be provided by the Company to other senior executives and whole time directors from time to time.</p>
b. Details of remuneration sought to be paid	Same as Above
c. The remuneration last drawn by such person, if applicable	Same as Above
Date of first appointment on the Board	22.11.2006
Shareholding in the Company	100 equity shares as subscribers to MOA & AOA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. Prathap C Reddy-Father Mrs. Suneeta Reddy-Sister
The number of Meetings of the Board attended during the year	3 Meetings
Other Directorships	<p>S.No. Name of the Companies/Entity</p> <ol style="list-style-type: none"> <li>1. Apollo Munich Health Insurance Company Limited</li> <li>2. Apollo Hospitals Enterprises Limited</li> <li>3. PCR Investments Limited</li> <li>4. Apollo Energy Company Limited</li> <li>5. Keimed Private Limited</li> <li>6. Apollo Hospital (U.K) Limited</li> </ol>



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|  | <ol style="list-style-type: none"><li>7. Lifetime Wellness Rx International Limited</li><li>8. Kamineni Builders Private Limited</li><li>9. Apollo Lavasa Health Corporation Limited</li><li>10. Kei-Rsos Shipping Private Limited</li><li>11. Trac Eco &amp; Safari Park Private Limited</li><li>12. Indraprastha Medical Corporation Limited</li><li>13. Trac India Private Limited</li><li>14. Matrix Agro Private Limited</li><li>15. Apollo Home Health Care Limited</li><li>16. Blue Star Limited</li><li>17. Hero Motorcorp Limited</li><li>18. LNG Bharat Private Limited</li><li>19. Gas Transmission India Private Limited</li></ol> |
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**ROUTE MAP TO THE VENUE OF EXTRAORDINARY GENERAL MEETING**

