

## **APOLLO MUNICH HEALTH INSURANCE COMPANY LTD**

Reg. Office: Apollo Hospitals Complex, Jubilee Hills, Hyderabad– 500 033

### **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 will be held at a shorter notice on Tuesday, 18<sup>th</sup> July, 2017 at 11:00 A.M. (time) at the Apollo Hospitals, Sunny Side, East Block, 3<sup>rd</sup> Floor, 8/17, Shafee Mohamed Road, Chennai, Tamilnadu – 600006, India, to transact the following special business:

#### **SPECIAL BUSINESS:**

#### **1. Issue of Unsecured Subordinate Listed Redeemable Non-Convertible Debentures (NCDs) on a Private Placement basis**

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 Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, and pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Insurance Act, 1938 read with rules and regulations made thereunder including the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, the Insurance Regulatory and Development Authority Act, 1999, the Foreign Exchange Management Act, 2000 read with rules and regulations made thereunder and including any statutory amendment (s), modification(s), re-enactment thereof, for the time being in force, to any of the foregoing laws or rules or regulations and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India, Insurance Regulatory and Development Authority of India (“IRDAI”), Reserve Bank of India, Securities and Exchange Board of India and/or any other competent authorities, whether in India or abroad, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approvals, permissions, consents and sanctions of IRDAI and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this resolution to the extent permitted by law) the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot unsecured, subordinated, listed, redeemable, non-convertible debentures (‘NCDs’) for cash at par up to an aggregate amount not exceeding INR 154



Crores (Rupees One Hundred and Fifty Four Crores only) to eligible persons, under one or more disclosure document(s) and/or under one or more private placement offer letter as may be issued by the Company and in one or more series/tranches, during a period of one year commencing from the date of this Extra-Ordinary General Meeting, on a private placement basis and on such terms and conditions which may be agreed to by the Board at its discretion.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to engage/appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors, credit rating agencies and all such agencies as may be involved or concerned in such offerings of NCDs and to remunerate by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek listing of such debentures on one or more national stock exchange(s) and to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s) and/or information memorandum and/or private placement offer letter, as may be required, determining the form and manner of the issue, including the class of investors to whom the NCDs are to be issued and allotted, number of NCDs to be allotted, face value, issue price, premium amount on issue, if any, tenor, interest/coupon rate, issue schedule/period, execution of various transaction documents, setting up of the debenture redemption reserve, making application to regulatory authorities to obtain their approval (including IRDAI, stock exchanges, etc.) for issuance and listing of NCDs, making other necessary regulatory filings, signing necessary declarations, agreements, deeds and documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of NCDs and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers to any Director(s) or Committee of Directors or any other person for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, for and on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors**

**Date: 14<sup>th</sup> July, 2017**  
**Place: Gurgaon**

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

**NOTES:**

(i) The 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 Notice and the Explanatory Statement requiring the approval of the Members at the Meeting 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](http://www.apollomunichinsurance.com).

(ix) 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 insurance sector has been witnessing the steady growth in the past few years. It is expected that growth prospects of the Indian economy will increase insurance penetration levels. Further, as per projected Annual Operating Plan of the Company for FY 2017-18, there is a requirement of infusion of additional capital without diluting equity capital while strengthening and maintaining adequate Solvency Margin requirements.

Recently, the Insurance Regulatory and Development Authority of India ("IRDAI") has permitted the insurers to raise additional capital through subordinate debt or preference share capital and these shall also qualify as capital for the purpose of solvency margin requirements.

Accordingly, the Board of Directors in its meeting held on 14th July, 2017 after considering various options, without any dilution of the equity capital, would hereby propose to raise additional capital in the form of Tier 2 capital by issuing subordinate Debt in the nature of 'Unsecured Subordinate Listed Redeemable Non-Convertible Debentures (NCDs)', on a private placement basis, up to an aggregate amount not exceeding INR 154 Crores (Rupees One Hundred and Fifty Four Crores only) ) to eligible persons, under one or more disclosure document(s) and/or under one or more private placement offer letter as may be issued by the Company and in one or more series/tranches, during a period of one year commencing from the date of this Extra-Ordinary General Meeting. The NCDs proposed to be issued will be unsecured, subordinated, redeemable, listed, non-convertible debentures.

The said issue of NCDs shall be in accordance with and as prescribed under the IRDAI (Other Forms of Capital) Regulations, 2015 ("Regulations"). In terms of the said Regulations, the Company is allowed to raise Other forms of Capital not exceeding 25 % of the total paid up equity share capital and securities premium at any point in time. Further, the total quantum of the Other forms of Capital shall not exceed 50 % of the net worth of the Company. Accordingly, the Company can raise maximum up to INR 154 Crores (Rupees One Hundred and Fifty Four Crores Only) through the issue of aforesaid NCDs subject to approval of the Authority.

Accordingly, subject to necessary regulatory approvals and other considerations, the Company hereby propose to issue and allot unsecured, subordinated, listed, redeemable, Non-Convertible Debentures at par to an aggregate amount not exceeding INR 154 Crores (Rupee One Hundred and Fifty Four Crores Only) to eligible persons, on a private placement basis.

These Debentures would be listed at the National Stock Exchange of India Limited (NSE) and / or BSE Limited (BSE), as may be decided by the Board, in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time).



As per section 180 (1) (c) of the Companies Act, 2013, the Company may borrow up to the aggregate of its paid-up share capital and free reserves without the specific approval of the Members. The aggregate borrowings post issuance of NCDs would be within the limits as permitted under the said section.

In terms of the provisions of Section 42 of the Companies Act, 2013, as amended (the Act) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, consent of the Members is required to be obtained by passing a special resolution for the proposed issuance of NCDs on a private placement basis.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs up to an aggregate amount not exceeding INR 154 Crores (Rupee One Hundred and Fifty Four Crores Only) on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No.1, within the overall borrowing limits of the Company, subject to approval of the IRDAI and other statutory authorities, as applicable.

The Board of Directors recommends the resolution as set out in this notice, for approval of the Members as a Special Resolution.

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**

**Date: 14<sup>th</sup> July, 2017**  
**Place: Gurgaon**

**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, 18<sup>th</sup> July, 2017 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 Apollo Hospitals, Sunny Side, East Block, 3rd Floor, 8/17, Shafee Mohamed Road, Chennai, Tamilnadu – 600006, 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](mailto:Companysecretary@apollomunichinsurance.com),

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

**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 Tuesday, 18<sup>th</sup> July, 2017 at 11:00 A.M. Apollo Hospitals, Sunny Side, East Block, 3rd Floor, 8/17, Shafee Mohamed Road, Chennai, Tamilnadu – 600006, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No**

1. Issue of Unsecured Subordinate Listed Redeemable Non-Convertible Debentures (NCDs) on a Private Placement basis

AFFIX REVENUE STAMP OF RUPEE ONE
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Signed this .....day of ..... 2017

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.



**ROUTE MAP TO THE VENUE OF EXTRAORDINARY GENERAL MEETING**

