

Date: August 30, 2024

Place: Chennai

Ref: SHAI/B & S/SE/96/2024-25

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400001.
Maharashtra, India.
Scrip Code: **543412**

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra-Kurla Complex
Mumbai – 400051.
Maharashtra, India.
Symbol: **STARHEALTH**

Dear Sir/ Madam,

Sub: Notice of the 19th Annual General Meeting (“AGM”)

Pursuant to Regulation 30, read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 19th AGM of Star Health and Allied Insurance Company Limited scheduled to be held on **Monday, September 23, 2024 at 16:00 Hrs (IST)** through Video Conference (VC)/Other Audio-Visual Means (OAVM).

The said notice forms part of the Annual Report and is being made available on the website of the Company at www.starhealth.in

Also, please find attached the calendar of events for the AGM.

Kindly take the same on record.

For Star Health and Allied Insurance Company Limited

Jayashree Sethuraman
Company Secretary & Compliance Officer

Calendar of Events for AGM

S. No.	Particulars	Date
1.	Date of consent by scrutinizer to act as Scrutinizer	28.08.2024
2.	Approval of the Board for appointment of Scrutinizer and approving Draft Notice of AGM	28.08.2024
3.	Date for determining shareholders to whom AGM notice will be sent	23.08.2024
4.	Intimation to Stock Exchange about Notice of AGM and Calendar of Events	30.08.2024
5.	Date of completion of dispatch of notice	31.08.2024
6.	Newspaper Advertisement	31.08.2024
7.	Date for determining shareholders entitled to avail the facility of remote e-voting (Cutoff date)	13.09.2024
8.	Commencement of E-Voting	20.09.2024
9.	End date of E-voting	22.09.2024
10.	Scrutinizers Report	25.09.2024
11.	Declaration of voting results	25.09.2024
12.	Intimation of voting results to Stock Exchanges	25.09.2024

For Star Health and Allied Insurance Company Limited

Jayashree Sethuraman
Company Secretary & Compliance Officer



STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

Registered Office: No 1, New Tank Street, Valluvarcottam High Road, Nungambakkam, Chennai 600034.

Corporate Office: No: 148, Acropolis, Dr. RadhaKrishnan Salai, Mylapore, Chennai - 600004.

Telephone: 044-4788 6700 Website:- www.starhealth.in

CIN L66010TN2005PLC056649 IRDA REGN. NO.129

Dear Members,

Notice of the 19th Annual General Meeting

NOTICE is hereby given that the 19th Annual General Meeting (**AGM**) of the members of Star Health and Allied Insurance Company Limited (**the Company**) will be held on **Monday, September 23, 2024 at 16.00 Hrs (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following business:

ORDINARY BUSINESS

ITEM NO 1

To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

ITEM NO 2

To appoint a Director in place of Mr. Deepak Ramineedi (DIN: 07631768), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions if any of the Companies Act,2013 (the Act), approval of the Members of Company, be and is hereby accorded, to re-appoint Mr. Deepak Ramineedi (DIN:07631768) as Non-Executive and Nominee Director of Safecrop Investments India LLP, who is liable to retire by rotation and offers himself for reappointment”.

ITEM NO 3

To approve appointment of Joint Statutory Auditors and payment of remuneration

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions Section 139 and other applicable provisions, if any, of the Companies Act,2013 (the 'Act'), the IRDAI (Corporate Governance for Insurers) Regulations 2024 read with IRDAI Master Circular on Corporate Governance for Insurers dated 22nd May 2024 ,Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements),Regulations 2015 and based on the recommendations of the Audit Committee and the Board of Directors, approval be and is hereby accorded for appointment of M/s T R Chadha & Co LLP (FRN 006711N) and M/s. MSKA & Associates (A Member Firm of BDO India LLP), (FRN 105047W) as Joint Statutory Auditors of the Company to hold office for a consecutive term of four (4) years commencing from the conclusion of the 19th AGM till the conclusion of the 23rd AGM of the Company on such terms and conditions and at a remuneration as may mutually decided between the Board of Directors and the Joint Statutory Auditors”.

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

SPECIAL BUSINESS

ITEM NO 4

To approve re-appointment of Mr.Anand Roy (DIN: 08602245) as Managing Director & CEO and payment of remuneration

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 34A and other applicable provisions if any, of the Insurance Act 1938 , guidelines and regulations issued by the IRDAI from time to time, Section 196, 197,198 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time , SEBI (Listing Obligations and Disclosure

Requirements) Regulations 2015 including any amendments, modifications, variations or re-enactments thereof and applicable , provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for re- appointment of Mr. Anand Roy (DIN: 08602245), as Managing Director & CEO of the Company for the period of five years commencing from December 16, 2024 to on the terms and Conditions as specified in the employment agreement dated October 4, 2019 and at a remuneration as given below w.e.f July 01, 2024 subject to approval of IRDAI.”

SI No.	Particulars	Amount per annum
1	Fixed Pay	₹ 6,10,88,877/-
2	Variable Pay	₹1,70,50,000/- and ESOPs of equivalent value at Fair market price at the time of grant

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 5

To approve appointment of Mr. Rajeev Kher (DIN: 01192524) as Non-Executive Independent Director

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 ,and other applicable provisions of the Companies Act , 2013 (the Act) read with Schedule IV to the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014, Insurance Act 1938, Regulations, Guidelines, Circulars issued by Insurance Regulatory and Development Authority of India (IRDAI) , Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) each as amended , the applicable provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for appointment of Mr.Rajeev Kher (DIN: 01192524) as a Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a consecutive term of five years, with effect from the date of this Annual General Meeting ”.

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 6

To approve re-appointment of Ms.Anisha Motwani (DIN:06943493) as Non-Executive Independent Director

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 ,and other applicable provisions of the Companies Act , 2013 (the Act) read with Schedule IV to the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014, Insurance Act 1938, Regulations, Guidelines, Circulars issued by Insurance Regulatory and Development Authority of India (IRDAI) , Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) each as amended , the applicable provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for re- appointment of Ms.Anisha Motwani (DIN: 06943493) as a Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a second consecutive term of five years, i.e., from 6th November 2024 to 5th November 2029 (both days inclusive)”.

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 7

To approve re-appointment of Mr.Rohit Bhasin (DIN:02478962) as Non-Executive Independent Director

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 ,and other applicable provisions of the Companies Act , 2013 (the Act) read with Schedule IV to the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014, Insurance Act 1938, Regulations, Guidelines, Circulars issued by Insurance Regulatory and Development Authority of India (IRDAI) , Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) each as amended , the applicable provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for re- appointment of Mr.Rohit Bhasin (DIN: 02478962) as a Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a second consecutive term of five years, i.e., from 6th November 2024 to 5th November 2029 (both days inclusive)”.

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 8

To approve payment of remuneration to Ms. Anisha Motwani (DIN: 06943493) Non-Executive Independent Director

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(9),197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), IRDAI (Corporate Governance for Insurers) Regulations, 2024 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for payment of remuneration of ₹ 15,00,000/- (Rupees Fifteen lakhs only) (subject to deduction of applicable taxes) to Ms. Anisha Motwani, (DIN: 06943493) Non-Executive Independent Director of the Company, provided that the aggregate remuneration paid to all the Non –Executive Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors shall not exceed 1% of the annual net profits of the Company for the FY 2023-2024 computed in accordance with the provisions of Companies Act, 2013”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 9

To approve payment of remuneration to Mr. Rohit Bhasin (DIN: 02478962), Non-Executive Independent Director

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(9),197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), IRDAI (Corporate Governance for Insurers) Regulations, 2024 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for payment of remuneration of ₹ 15,00,000/- (Rupees Fifteen lakhs only) (subject to deduction of applicable taxes) to Mr. Rohit Bhasin, (DIN: 02478962) Non-Executive Independent Director of the Company, provided that the aggregate remuneration paid to all the

Non –Executive Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors shall not exceed 1% of the annual net profits of the Company for the FY 2023-2024 computed in accordance with the provisions of Companies Act, 2013”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 10

To approve payment of remuneration to Mr. Berjis Minoo Desai (DIN: 00153675) Non-Executive Independent Director

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(9),197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), IRDAI (Corporate Governance for Insurers) Regulations, 2024 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for payment of remuneration of ₹ 15,00,000/- (Rupees Fifteen lakhs only) (subject to deduction of applicable taxes) to Mr. Berjis Minoo Desai, (DIN: 00153675) Non-Executive Independent Director of the Company, provided that the aggregate remuneration paid to all the Non –Executive Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors shall not exceed 1% of the annual net profits of the Company for the FY 2023-2024 computed in accordance with the provisions of Companies Act, 2013”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

ITEM NO 11

To approve payment of remuneration to Mr. Rajeev Krishnamuralilal Agarwal (DIN: 07984221) Non-Executive Independent Director

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149(9),197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), IRDAI (Corporate Governance for Insurers) Regulations, 2024 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for payment of remuneration of ₹ 15,00,000/- (Rupees Fifteen lakhs only) (subject to deduction of applicable taxes) to Mr. Rajeev Krishnamuralilal Agarwal (DIN:07984221) Non-Executive Independent Director of the Company, provided that the aggregate remuneration paid to all the Non –Executive Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors shall not exceed 1% of the annual net profits of the Company for the FY 2023-2024 computed in accordance with the provisions of Companies Act, 2013”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

Place: Chennai
Date: August 28, 2024

ITEM NO 12

To approve payment of remuneration to Ms. Rajni Sekhri Sibal (DIN: 09176377) Non-Executive Independent Director

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149(9),197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), IRDAI (Corporate Governance for Insurers) Regulations, 2024 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for payment of remuneration of ₹ 15,00,000/- (Rupees Fifteen lakhs only) (subject to deduction of applicable taxes) to Ms. Rajni Sekhri Sibal (DIN: 09176377) Non-Executive Independent Director of the Company, provided that the aggregate remuneration paid to all the Non –Executive Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors shall not exceed 1% of the annual net profits of the Company for the FY 2023-2024 computed in accordance with the provisions of Companies Act, 2013”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT any one Director or Company Secretary be and are hereby severally authorized to perform all such acts, matters, deeds and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution and file forms with the Registrar of Companies, IRDAI and any other Authority as may be necessary”.

By Order of the Board of Directors
For **Star Health and Allied Insurance Company Limited**

Jayashree Sethuraman
Company Secretary
Membership No : F12977

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ,THE SEBI LODR AND THE SECRETARIAL STANDARDS

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 given hereunder sets out all material facts relating to the Ordinary and Special business mentioned at Item Nos. 4 to 12 of the accompanying Notice dated August 28, 2024. As an additional disclosure, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Items No. 2 and 3 of the said Notice.

ITEM NO 2

Mr. Deepak Rameedi (DIN: 07631768), whose office is liable to retire at this AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

Age	41
Nature of expertise	Mr. Deepak Rameedi has several years of experience in the private equity industry and has previously worked with Credit Suisse Securities (India) Private Limited. He has worked across several sectors like financial services, healthcare, pharma, capital goods, real estate, consumer durables, telecom etc. in both public and private markets. He is an investment advisory professional with over a decade of experience in the equities space and focuses on the services related to financial sector.
Academics	On the academic front, he holds a Bachelor's degree in Technology from the Indian Institute of Technology, Bombay and a Post-graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.
Remuneration proposed to be paid	None
Remuneration last drawn	None
Date of first appointment on the Board of Star Health	March 29, 2019
Terms and conditions of appointment	As per the resolution at Item no. 2 of this Notice
Shareholding in the Company as on August 28, 2024	None
Disclosure of inter-se relationships between directors and KMP	None
Details of Directorship, membership/ Chairmanship of Listed Entities	
Number of Directorship in listed entities including this listed entity	1
Number of Non-Executive Independent Directorship in listed entities including this listed entity	0
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	1
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	0
Number of Board Meeting attended for FY 2023-2024	6

ITEM NO:3

In compliance with Section 139 of the Act and Regulation 36(5) of the SEBI LODR the Members at the 14th AGM of the Company held on September 27,2019 had approved appointment of M/s Brahmayya & Co, (FRN : 000511S) and M/s V Sankar Aiyar & Co, (FRN :109208W) as the Joint Statutory Auditors to hold office from the conclusion of the 14th AGM till the conclusion of 19th AGM.

The tenure of the existing joint statutory auditors expires at this AGM.

The Master Circular on Corporate Governance for Insurers by IRDAI dated May 22, 2024 permits appointment of Joint Statutory Auditors for a maximum period of 4 years.

In view of the above, considering that the existing joint statutory auditors cannot be appointed for a second consecutive term ,

after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence of audit, in compliance with the extant provisions of Companies Act 2013 , the SEBI LODR, and based on the recommendations of the Audit Committee, the Board of Directors vide Circular Resolution dated August 8, 2024 have approved the appointment of M/s T R Chadha & Co LLP (FRN 006711N) and M/s. MSKA & Associates (A Member Firm of BDO India LLP), (FRN 105047W) as Joint Statutory Auditors of the Company for a period of four years commencing from the conclusion of the 19th AGM until the conclusion of 23rd AGM ,subject to the approval of the Members at the ensuing AGM.

The Joint Statutory Auditors have consented to their appointment and have confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139

and 141 of the Act and the rules framed thereunder and confirmed with respect to the eligibility, qualifications and other requirements of the auditors in compliance with the Master Circular on Corporate Governance for Insurers by IRDAI dated 22nd May 2024.

Profile of the Statutory Auditors

TRC was established by Mr. T. R. Chadha who laid down a solid foundation for the firm with an aim to provide comprehensive professional services to its clients. With over 78 years of experience, the firm is led by experienced partners each of whom have commendable professional standing experience. The firm offers wide array of services spanning across Assurance services, Internal Audit & Risk Advisory, Direct, Indirect and international Taxation & Consultancy Services.

M/s. MSKA & Associates (A Member Firm of BDO India LLP) has 50 years of experience delivering accounting, advisory, tax, business and consulting services. BDO in India offers a wide range of services across Assurance, Tax, Advisory, Business Services & Outsourcing and Digital Transformation to both domestic and international organisations across a range of industries.

The Board of Directors recommend the appointment of M/s T R Chadha & Co LLP (FRN 006711N) and M/s. MSKA & Associates (A Member Firm of BDO India LLP), (FRN 105047W) as Joint Statutory Auditors of the Company as proposed in the Resolution set out at Item No. 3 for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are interested in the Resolution at Item No. 3 of the accompanying Notice.

ITEM NO. 4

Mr.Anand Roy, Managing Director & CEO was appointed for a period of 5 years commencing from December 16, 2019 to December 15, 2024 on such terms and conditions as specified in the employment agreement dated October 4, 2019.

Further, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2023, the Members through Postal Ballot dated May 13, 2023 and IRDAI vide its letter dated August 01, 2023 had approved the remuneration payable to Mr.Anand Roy, Managing Director & CEO for the period 01-04-2023 to 15-12-2024.

The Board of Directors recommend to the Members the re-appointment of Mr.Anand Roy as Managing Director & CEO for a second consecutive term of five (5) years w.e.f December 16, 2024 on such terms and conditions as specified in the employment agreement dated October 4, 2019 and at a remuneration as specified in the resolution.

The reappointment of Mr.Anand Roy, Managing Director & CEO and the remuneration payable to him for the said tenure requires approval from the members and is subject to approval of IRDAI.

Except Mr. Anand Roy no other director or their relatives and Key Managerial Personnel is interested in the proposal

Brief Profile of Mr. Anand Roy

I. General information:	
Nature of industry	Insurance
Date of Commencement of Operation	June 17, 2006
Financial performance based on given indicators	FY 2023-2024 (₹ in Crores) GWP : 15254.45 PAT : 845.01 Solvency: 2.21 times
II. Information about the appointee:	
Name	Mr. Anand Roy
Age	49
Qualification	B.COM.,PGDBA
Date of first appointment	December 16, 2019
Background details	Mr. Anand Roy holds multi-dimensional responsibilities being the Managing Director& CEO of Star Health. He has been associated with Star Health since its inception in 2006, He has led the organisation into becoming India's leading Standalone Health Insurance provider which remains on the path of growth consistently. Mr. Anand Roy is cognizant of the digital trends and is keenly involved in Digital transformation plans of Star Health. His career spans over 20 years in insurance & banking sectors, which includes associations with leading organisations like ICICI Lombard and American Express

	On the academic front, he is an MBA from International Management Institute (IMI), New Delhi and a Commerce Graduate from Loyola College, Chennai
Past remuneration	₹ 7,13,27,561/- p.a (including fixed and variable pay)
Job profile and his suitability	Mr. Anand Roy has been associated with Star Health since its inception in 2006, He has led the organisation into becoming India's leading Standalone Health Insurance provider which remains on the path of growth consistently. Being the MD & CEO he is responsible for developing strategies for overall growth and profitability and improve customer service parameters and other initiatives including digitisation of service delivery to customers.
Remuneration proposed	As specified in the resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility borne by him, of the enhanced business activities of the Company, proposed remuneration commensurate with the industry standards and Board level positions held in similar sized and similarly positioned businesses.
Terms and conditions of appointment	As per the resolution at Item no. 4 of this Notice
Shareholding in the Company as on August 28, 2024	11,09,373 Equity Shares of ₹10 each constituting 0.19% of paid up capital of the Company.
Disclosure of inter-se relationships between directors and KMP	None
Details of Directorship, membership/ Chairmanship of Listed Entities	
Number of Directorship in listed entities including this listed entity	1
Number of Non-Executive Independent Directorship in listed entities including this listed entity	0
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	1
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	0
No of Board Meeting attended during the year (FY 2023-2024)	8

ITEM NO 5

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors vide circular resolution dated June 10, 2024 had approved the appointment of Mr.Rajeev Kher (DIN: 01192524) as an Non-Executive Independent Director, not liable to retire by rotation, for a consecutive term of five years, i.e., commencing from the conclusion of the 19th AGM to the conclusion of 24th AGM (both days inclusive), subject to approval of the Members.

Mr..Rajeev Kher has submitted his declarations to the Board as required under Section 149(6), 164(2) of the Act and Regulation 16(1) (b) of the SEBI LODR.

In the opinion of the Board, Mr..Rajeev Kher is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI LODR for appointment as an Independent Director and he is independent of the management.

Given his experience as Indian Administrative Officer, the Board considers it desirable and in the interest of the Company to have Mr.Rajeev Kher on the Board of the Company and accordingly the Board recommends the appointment of Mr.Rajeev Kher as an Independent Director as proposed in the Resolution set out at Item No.5 for approval by the Members.

Except for Mr.Rajeev Kher and/or his relatives, no other Director, Key Managerial Personnel or their relatives are interested in the said resolution..

Name of the Director	Mr. Rajeev Kher
Age	69
Academics	Indian Administrative Officer
Nature of expertise	<p>Mr. Rajeev Kher brings with him a rich and varied experience of four decades encompassing International Trade and Commerce, Industrial Development and Investment Policy, Competition Law and Policy, Sustainable Development Policy and Planning, Environmental Management and Global Governance. He spent 37 years in the Indian Administrative Service.</p> <p>He spent twenty years in senior positions in the Ministry of Environment, and the Department of Commerce, in the Government of India culminating in the position of Commerce Secretary. He also held the position of the Member in the Competition Appellate Tribunal. On superannuation he was invited to be a Distinguished Fellow of RIS- a think tank on International Economic and Development Policy. He also engages with similar other institutions offering his expertise in various studies, consultancies and projects on Industrial, Investment and Trade Policies. He is often included in other government committees and industrial and trade bodies addressing issues in his expert domain. He is independently consulted by well-known global companies.</p> <p>He prepared the first comprehensive Foreign Trade Policy for India (2015 - 2020). He is presently engaged in developing a framework of policies on quality and standards in India's International Trade Policy. He led negotiations on behalf of India for Trade Agreements with major blocks Such as EU, EFTA, RCEP and ASEAN.</p> <p>He is also credited with hand holding the Indian Pharmaceutical sector in its pursuit to become global leader in the Generic Medicine sector. In Environment and Development Mr. Kher contributed in a significant manner to the preparation of Country's first National Environment Policy.</p> <p>He was a Member of the High- Level Advisory Group created by the Commerce and Industry Minister. He was also a member of the Niti Ayog Task Force on Exports and Employment and is a member of the CII Expert group on Trade Policy, the CII International Trade Policy Committee, the CII International Council and the CII committee on China. He is also an Advisor to the PHD Chamber of Commerce and Industry. He also sits on the boards of a couple of well-known companies and on the advisory board of a very well-known Private Equity firm.</p> <p>He writes extensively on contemporary trade and industrial policy issues and has published work on India's Patent Policy and law, Trade Policy, WTO Dispute Settlement Mechanism, Product standards and Technical Regulations and several related areas</p>
Remuneration proposed to be paid	None
Remuneration last drawn	None
Date of first appointment on the Board of Star Health	11-06-2024
Terms and conditions of appointment	As per the resolution at Item no. 5 of this Notice
Shareholding in the Company as on August 28, 2024	None
Disclosure of inter-se relationships between directors and KMP	None
Details of Directorship, membership/ Chairmanship of Listed Entities	
Number of Directorship in listed entities including this listed entity	Not applicable
Number of Non-Executive Independent Directorship in listed entities including this listed entity	Not applicable

Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	Not applicable
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Not applicable
Number of Board Meeting attended for FY 2023-2024	Not applicable

ITEM NO 6

Re-appointment of Ms.Anisha Motwani (DIN:06943493) as Non-Executive Independent Director

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting on 30th April 2024 had approved the re-appointment of Ms.Anisha Motwani (DIN: 06943493) as Non Executive Independent Director, not liable to retire by rotation, for a second consecutive term of five years, i.e., 6th November 2024 to 5th November 2029 (both days inclusive), subject to approval of the Members.

Ms.Anisha Motwani has submitted her declarations to the Board of Directors as required under Section 149(6), 164(2) of the Act and Regulation 16(1)(b) of the SEBI LODR.

In the opinion of the Board, Ms.Anisha Motwani is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI LODR for re-appointment as an Non-Executive Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms.Anisha Motwani on the Board of the Company and accordingly the Board recommends the re-appointment of Ms.Anisha Motwani as an Non-Executive Independent Director as proposed in the Resolution set out at Item No. 6 for approval by the Members.

Except for Ms.Anisha Motwani and/or her relatives, no other Director, Key Managerial Personnel or their relatives are interested in the Resolution set out at Item No. 6 of the accompanying Notice.

The performance evaluation report of Ms.Anisha Motwani is enumerated below

Performance Evaluation Criteria	Average Score from a scale of 1 to 5
A. General	
The qualifications, experience, knowledge and competencies are relevant to the Company and are being used for the benefit of the Company	4.7
B. Performance and duties	
The Director regularly attends the Board and Committee meetings.	4.9
The Director contributes to the discussions in a meaningful and helpful way, provides constructive inputs where needed, listens to others, asks relevant questions and makes his / her points concisely	4.7
The Director understands his / her fiduciary duties and acts for the benefit of all stakeholders	5.0
The Director is well versed with the Company's business and industry in which it operates.	4.9
The Director makes an effort to be educated on the aspects of the business of the Company that he / she does not understand	4.9
The Director works with the other Directors as a team player, striving for consensus when it is called for.	4.9
The Director works with the other Directors in a way that creates an atmosphere of trust and cooperation.	4.7
The Director communicates governance and ethical problems to the Chairperson of the Committee / Board.	4.9
The Director demonstrates highest level of integrity (including conflict of interest disclosures, maintaining confidentiality, etc.)	5.0

ITEM NO 7

To approve re-appointment of Mr.Rohit Bhasin (DIN:02478962) as Non-Executive Independent Director

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting on 30th April 2024 had approved the re-appointment of Mr.Rohit Bhasin (DIN: 02478962) as an Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term of five years, i.e., 6th November 2024 to 5th November 2029 (both days inclusive) ,subject to approval of the Members.

Mr.Rohit Bhasin has submitted his declarations to the Board as required under Section 149(6) ,164(2) of the Act and Regulation 16(1) (b) of the SEBI LODR.

In the opinion of the Board, Mr.Rohit Bhasin is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI LODR for re-appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr.Rohit Bhasin on the Board of the Company and accordingly the Board recommends the re-appointment of Mr.Rohit Bhasin as Non-Executive Independent Director as proposed in the Resolution set out at Item No. 7 for approval by the Members.

Except for Mr.Rohit Bhasin and/or his relatives, no other Director, Key Managerial Personnel or their relatives are interested in the Resolution set out at Item No. 7 of the accompanying Notice.

The performance evaluation report of Mr. Rohit Bhasin is enumerated below

Performance Evaluation Criteria	Average Score from a scale of 1 to 5
A. General	
The qualifications, experience, knowledge and competencies are relevant to the Company and are being used for the benefit of the Company	4.7
B. Performance and duties	
The Director regularly attends the Board and Committee meetings.	4.7
The Director contributes to the discussions in a meaningful and helpful way, provides constructive inputs where needed, listens to others, asks relevant questions and makes his / her points concisely	4.5
The Director understands his / her fiduciary duties and acts for the benefit of all stakeholders	5.0
The Director is well versed with the Company's business and industry in which it operates.	4.7
The Director makes an effort to be educated on the aspects of the business of the Company that he /she does not understand	4.7
The Director works with the other Directors as a team player, striving for consensus when it is called for.	4.8
The Director works with the other Directors in a way that creates an atmosphere of trust and cooperation.	4.7
The Director communicates governance and ethical problems to the Chairperson of the Committee / Board.	4.8
The Director demonstrates highest level of integrity (including conflict of interest disclosures, maintaining confidentiality, etc.)	5.0

ITEM NO 8 to 12

Pursuant to Regulation 17(6) of the SEBI LODR, all fees or compensation (excluding sitting fees within the limits of the Act), if any, paid to Non- Executive Directors including Independent Directors shall require approval of the Members in general meeting. In this connection, the approval of the members is sought for payment of remuneration to the Independent Directors of the Company as set out in accompanying notice. The maximum amount permitted to be paid as remuneration to the Non Executive Directors under the IRDAI Regulations is ₹ 30,00,000/- per Director per annum.

The Board of Directors in their meeting held on April 30, 2024 had approved payment of remuneration of ₹ 15,00,000/- to the Non-Executive, Independent Directors for their contribution in FY 2023-2024 and recommend the same to the Members for approval. This remuneration will be in addition to the sitting fees for attending the Board/Committee meetings and reimbursement of expenses for participation in the Board/Committee meetings.

Except the Non –Executive Independent Directors to the extent of payment of remuneration, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel are interested in the resolutions.

Name of the Director	Ms. Anisha Motwani
Age	61
Academics	MBA from University of Rajasthan and Bachelor of Science from Sophiya College, Ajmer
Nature of expertise	<p>Ms. Anisha Motwani is an Independent Director of Star Health. She began her career in advertising and had a successful 15 year stint with leading agencies like McCann Erickson, Mudra & Leo Burnett.</p> <p>She served as the Director & Chief Marketing officer of Max Life Insurance for nearly 8 years and also as an independent advisor on the Max Group of Companies (Max Corporate, Max Life Insurance, Max Bupa, Max Healthcare & others).</p> <p>Post a successful corporate career, Anisha founded StN ventures, a Brand & Innovation Consulting firm. Further, she works as an Independent Advisor with the World Bank on - the SwachhBharathprogramme - Adoption of solar rooftops - National Mission for Clean Ganga</p> <p>She also mentors the CEO and business at MAS Holdings &Welspun India. She is a recipient of the following awards: - GM's 'Asia Pacific Marketer' - NDTV's 'Marketer of the year' - 'Best Auto Marketing Team-2006' by NDTV Profit - 'Best Communication & PR Team-2007' by NDTV Profit.</p>
Remuneration proposed to be paid FY 2023-2024	₹15,00,000
Remuneration last drawn FY 2022-2023	₹10,00,000
Date of first appointment on the Board of Star Health	November 01, 2019
Terms and conditions of appointment	As per the resolution at Item no. 6 and 8 of this Notice
Shareholding in the Company as on August 28, 2024	5000
Disclosure of inter-se relationships between directors and KMP	None
Details of Directorship, membership/ Chairmanship of Listed Entities	
Number of Directorship in listed entities including this listed entity	5
Number of Non-Executive Independent Directorship in listed entities including this listed entity	5
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	8
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	2
Number of Board Meeting attended during the year (FY 2023-2024)	8

Name of the Director	Mr. Rohit Bhasin
Age	64
Academics	Chartered Accountant
Nature of expertise	<p>Mr. Rohit Bhasin is an Independent Director of Star Health and he has been granted a certificate of practice by the Institute of Chartered Accountants of India. He has over four decades of post qualification experience with leading organisations such as PwC, AIG and Standard Chartered.</p> <p>He is as seasoned Finance leader with rich experience with leading Financial Services and consulting organisations.</p> <p>Prior to his retirement in March 2017, he worked with PwC across various roles and spectrum of services. He is also a business coach to several industry leaders and has conducted select consulting engagements.</p>

Name of the Director	Mr. Rohit Bhasin
Remuneration proposed to be paid FY 2023-2024	₹15,00,000
Remuneration last drawn FY 2022-2023	₹10,00,000
Date of first appointment on the Board of Star Health	November 01, 2019
Terms and conditions of appointment	As per the resolution at Item no. 7 and 9 of this Notice
Shareholding in the Company as on August 28, 2024	5000
Disclosure of inter-se relationships between directors and KMP	None
Details of other Directorship, membership/ Chairmanship of other Boards	
Number of Directorship in listed entities including this listed entity	4
Number of Non-Executive Independent Directorship in listed entities including this listed entity	4
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	6
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	3
Number of Board Meeting attended during the year (FY 2023-2024)	8

Name of the Director	Mr. Berjis Minoo Desai
Age	68
Academics	Bachelor of Law from Elphinstone College, University of Bombay and Master of Law from University of Cambridge, UK
Nature of expertise	<p>Mr. Berjis Minoo Desai was an Independent Director of Star Health. He is an eminent professional law practitioner with nearly 40 years experience in transactional and dispute resolution laws.</p> <p>He served as a Managing Partner at the leading Mumbai based law firm Udwadia, Udeshi and Desai from 1997 to 2003.</p> <p>In 2003, he joined J Sagar Associates, Advocates & Solicitors and retired from the firm in 2017 as Senior Partner.</p> <p>At present, he is an independent legal counsel engaged in private Client Practice, viz: -Succession and estate planning for HNIs and promoter families through wills, trusts and family arrangements - Resolving family, testamentary and business disputes through mediation; -Insolvency and asset reconstruction advisory</p>
Remuneration proposed to be paid FY 2023-2024	₹15,00,000
Remuneration last drawn FY 2022-2023	₹10,00,000
Date of first appointment on the Board of Star Health	01-11-2019
Terms and conditions of appointment	As per the resolution at Item no. 10 of this Notice
Shareholding in the Company as on August 28, 2024	None
Disclosure of inter-se relationships between directors and KMP	None
Details of other Directorship, membership/ Chairmanship of Listed Entities	
Number of Directorship in listed entities including this listed entity	6
Number of Non-Executive Independent Directorship in listed entities including this listed entity	5

Name of the Director	Mr.Berjis Minoo Desai
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	6
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	1
Number of Board Meeting attended for FY 2023-2024	8

Name of the Director	Mr.Rajeev Krishnamuralilal Agarwal
Age	65
Academics	B.E (Electronics & Communications) from IIT Roorkee
Nature of expertise	<p>Rajeev Krishnamuralilal Agarwal is an Independent Director of Star Health. He holds a bachelor's degree of engineering in the field of electronics and communication engineering from the University of Roorkee (now known as the Indian Institute of Technology, Roorkee). He has previously been a whole-time member of SEBI.</p> <p>Mr.Rajeev Krishnamuralilal Agarwal has got wide experience in Securities Markets, Commodity Markets, Taxation. He was a whole time Member of SEBI, for 5 years and designated as Commissioner of the regulatory commission. He was also associated as a Member of Forward Markets Commission and had a long stint with investigation and enforcement divisions of Indian Revenue Service. During his professional stint with the regulatory bodies he was an integral part of various policy reforms which were undertaken in various segments such as Mutual Funds, AIFs, Foreign Portfolio Investors, International Affairs, Market Intermediaries, Legal and surveillance affairs.</p>
Remuneration proposed to be paid FY 2023-2024	₹15,00,000
Remuneration last drawn FY 2022-2023	₹10,00,000
Date of first appointment on the Board of Star Health	23-05-2021
Terms and conditions of appointment	As per the resolution at Item no. 11 of this Notice
Shareholding in the Company as on August 28, 2024	None
Disclosure of inter-se relationships between directors and KMP	None
Details of Directorship, membership/ Chairmanship in Listed Entities	
Number of Directorship in listed entities including this listed entity	4
Number of Non-Executive Independent Directorship in listed entities including this listed entity	4
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	6
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	3
Number of Board Meeting attended for FY 2023-2024	8

Name of the Director	Ms.Rajni Sekhri Sibal
Age	64
Academics	Bachelor of Science and Masters in Psychology and Economics
Nature of expertise	<p>Ms.Rajni Sekhri Sibal is an Independent Director of Star Health and former Indian Administrative Services officer of the Haryana cadre. She was the former Secretary to the Government of India. At present, Rajni is the Independent External Monitor of SEBI, the Security Exchange Board of India.</p> <p>Ms.Rajni Sekhri Sibal is the first woman to have topped the All India Civil Service Examinations in 1986 Batch.</p> <p>In her last assignment Rajni was posted as the first Secretary of the Ministry of Fisheries and was responsible for bringing about a sustained and accelerated growth in the blue economy.</p> <p>Prior to which, she worked as Additional Secretary, Ministry of Home Affairs, Government of India, and was in charge of Disaster Management, International Cooperation and homeland security of India. In her previous assignment as Additional Secretary, Ministry of Skill Development and Entrepreneurship, Rajni was responsible for the entrepreneurship vertical. Before which, as a Joint Secretary in the Ministry of Agriculture, she was entrusted with the task of policy-making and project formulation with special focus on production enhancement and processing.</p> <p>Ms.Rajni Sekhri Sibal worked as Director Health Insurance Max India and led Max's initiative into health insurance. She helped develop the business proposition and set up the Joint Venture – Max Bupa Health Insurance.</p> <p>In the initial fifteen years of her career, Rajni worked in the Government of Haryana, both at the implementation as well as public policy formulation levels in various fields including: Industry, Finance, Employment, Education, Urban Planning, Rural Development and Environment. Rajni has also headed the Haryana Institute of Public Administration and the National Institute for Entrepreneurship and Small Business Development and worked at the LBS National Academy of Administration.</p> <p>She is the recipient of the Indian of the Year 2013 Award for integrity and courage.</p> <p>She is an alumna of Welham Girls, a science graduate and a Masters in Psychology and Economics.</p> <p>Her expertise lies in strategy, policy formulation, project management and in leading multi-cultural teams. She is process driven in her approach and her core strength is strategic planning.</p> <p>She is credited with several published articles and has authored several books: 'Tools for Monitoring'; 'Clouds End and Beyond'; 'Kamadhenu'; 'Fragrant Words'; 'Are You Prepared for a Disaster?'; 'The Haunting Himalayas' and 'Asariri'.</p>
Remuneration proposed to be paid FY 2023-2024	₹15,00,000
Remuneration last drawn FY 2022 - 2023	₹10,00,000
Date of first appointment on the Board of Star Health	23-05-2021
Terms and conditions of appointment	As per the resolution at Item no. 12 of this Notice
Shareholding in the Company as on August 28, 2024	None
Disclosure of inter-se relationships between directors and KMP	None
Details of Directorship, membership/ Chairmanship in Listed Entities	
Number of Directorship in listed entities including this listed entity	3

Name of the Director	Ms.Rajni Sekhri Sibal
Number of Non-Executive Independent Directorship in listed entities including this listed entity	3
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	4
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	1
Number of Board Meeting attended for FY 2023-2024	8

By Order of the Board of Directors
For **Star Health and Allied Insurance Company Limited**

Jayashree Sethuraman
Company Secretary
Membership No : F12977

Place: Chennai
Date: August 28, 2024

NOTES:

1. In compliance with the provisions of the Companies Act 2013 ("Act"), Ministry of Corporate Affairs ("MCA") Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), the Nineteenth AGM is being held through VC / OAVM on Monday, September, 23rd 2024 at 16.00 Hrs (IST). The deemed venue of the AGM shall be the Corporate office of the Company situated at No: 148, Acropolis, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.
2. In accordance with the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with clarification/guidance on applicability of secretarial standards 1 and 2 dated April 15, 2020 issued by the ICSI.
3. The Company has appointed M/s. KFin Technologies Limited (KFinTech), Registrar and Transfer Agent ('RTA') of the Company, to provide VC/OVAM and e-voting facility for the AGM of the Company.
4. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars respectively in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with previous circulars (collectively referred as Applicable Circulars) in relation to "Relaxation from compliance with certain provisions of the SEBI Listing Regulations due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue and provided relaxation on sending hard copy of annual report to shareholders. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circular") allowing inter-alia, conduct of AGM's through Video Conferencing/ Other Audio - Visual Means ("VC/ OAVM"), In compliance with the above MCA Circulars and SEBI Circulars the 19th AGM of the members of the Company is being held through VC / OAVM. The corporate office of the Company shall be deemed to be the venue for the AGM
5. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
6. Members attending the 19th AGM through VC/OAVM shall be counted for the purpose of reckoning the Quorum under section 103 of the Companies Act, 2013 .
7. Each member present at the meeting shall be entitled to one vote for every equity share held.
8. Members may join the 19th AGM through VC/OAVM by following the procedure which shall be kept open for the Members from 15:45 Hrs. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM 15 minutes after the scheduled time to start the 19th AGM. The detailed instructions for participating in the Nineteenth AGM through VC/OAVM are given as a separate attachment to this Notice.
9. Members may note that the VC/OAVM provided by KFinTech, allows participation of at least 2000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
10. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and circular No. SEBI/HO/MIRSD/ -PoD-1/P/CIR/2023/37 dated March 16, 2023, inter alia mandated furnishing of PAN, email address, mobile number, bank account details, specimen signatures and nomination by shareholders holding shares in physical form and also mandated that any service request shall be entertained only upon registration of the PAN, Bank details and the nomination. SEBI has further directed that the folios wherein any one of the above cited document/details are not available on or after October 01, 2023, shall be frozen by the RTA. SEBI had also asked the shareholders to ensure their PAN is linked to Aadhaar prior to June 30, 2023 as specified by the Central Board of Direct Taxes to avoid freezing of their folio. KFinTech has sent reminder physical letters/e-mail to all the shareholders of the Company holding shares in physical form in this regard on May 20, 2023 requesting them to furnish the required documents/ details within due timelines.
11. Members are requested to Update and/or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. by following the steps as given below:- a. FOR SHARES HELD IN ELECTRONIC FORM: to their Depository Participants (DPs). b. FOR SHARES HELD IN PHYSICAL FORM: please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at investors@starhealth.in or "KFinTech" einward.ris@kfintech.com.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed

suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website <https://www.starhealth.in> and on the website of the Company's Registrar and Transfer Agents, Kfin Technologies Limited ("KFinTech") at <https://www.kfintech.com> It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agents, Kfin Technologies Limited ("KFinTech"), for assistance in this regard. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company can issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Subdivision / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission and viii. Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFinTech, for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website :<https://www.starhealth.in>.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Transfer Agents, Kfin Technologies Limited ("KFinTech"), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.starhealth.in>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Transfer Agents, Kfin Technologies Limited ("KFinTech") in case the shares are held in physical form.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 11, 2024 through email on investors@starhealth.in. The same will be replied by the Company suitably.
18. The Register of Directors and Key Managerial Personnel and their share holding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to investors@starhealth.in.
19. In compliance with the above referred MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Annual Report 2023-24 is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.starhealth.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com> and CDSL <https://www.evoting.cdsl.com>.
20. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company investors@starhealth.in. The statutory registers will be available for inspection at the registered office of the Company.
21. Members who wish to inspect the relevant documents referred to in the Notice can send an email to investors@starhealth.in. up to the date of the AGM. The relevant documents will be available for inspection at the registered office of the Company.
22. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. Kfin

Technologies Ltd., the Registrar and Share Transfer Agent ("RTA"/"KFinTech"). The Members holding shares in electronic form may send such communication to their respective

Depository Participant/s (DPs).

Kfin Technologies Limited.

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

Email: einward.ris@kfintech.com

Website: www.kfintech.com

Tel No.: +91 40 6716 2222 Toll Free No.: 1800-309-4001

23. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date i.e. September 13, 2024 will only be considered eligible for the purpose of remote e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
24. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means. The detailed instructions for e-voting are given as a separate attachment to this Notice. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on close of business hours of September 13, 2024, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place (remote e-voting).
25. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of AGM may be served on the Members through electronic means. Members who have registered e-mail ids are being sent this Notice of AGM by e-mail.
26. AGM Notice can be downloaded from the Company's website i.e. www.starhealth.in.
27. Members may also note that the Annual Report will also be available on the Company's website viz., www.starhealth.in for their download.
28. Resolutions passed by the Members through AGM by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members
29. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on and a person who is not a Member as on the record date should treat this Notice for information purposes only.

30. Once the vote on a resolution stated in this Notice is cast by shareholder through Remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.
31. The Board of Directors of the Company has appointed Mr.Mirza Ismail Irshad Ahmed, Practicing Company Secretary (Membership No. F11458), as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
32. The Scrutinizer's decision on the validity of the vote shall be final.
33. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
34. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.starhealth.in immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
35. Instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM are given in this Notice. The Company will also send a communication which inter-alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

1. In compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

3. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
4. The remote e-Voting period will commence at 09.00 Hrs. on Friday, September 20, 2024 and will end at 17:00 Hrs. on Sunday, September 22, 2024.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with Kfintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
7. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
8. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non- individual shareholders in demat mode.

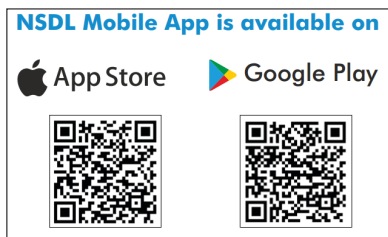
Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in-AGM and vote at theAGM.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
1. Users already registered for IDeAS facility of NSDL may follow the following procedure:	1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:
<ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. 3. On the new page, enter User ID and Password for accessing 'IDeAS' 4. On successful authentication, you will enter your IDeAS service login. 5. click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. 6. Click on "Active e-voting Cycles" option under e-voting. Click on Company name or e-voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-voting period. 	<ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com and Click on New System Myeasi 2. Login with your registered User ID and Password for accessing Easi / Easiest 3. The User will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting Portal. Click on the Company name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on URL : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DPID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. I above to cast your vote. 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. I above to cast your vote
<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the button “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), login type, Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under e-voting. Click on Company name or e-Voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period. 	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: : https://evoting.cdslindia.com/Evoting/EvotingLogin Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. On successful authentication, you will enter the e-voting module of CSDL. Click on Company name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.
<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>	



Individual Members (holding securities in demat mode) login through their depository participants.

- You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility.
- Once logged-in, you will be able to see e- Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature.
- Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CSDL website
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 022 4886 7000	Please contact CDSL helpdesk by sending a request at evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43 and 1800 210 9911

DETAILS ON STEP 2 ARE MENTIONED BELOW:

I. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a- z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Star Health and Allied Insurance Company Limited -AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer's email id cs.irshad@irshadandassociates.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the, Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means

The remote e-voting module shall be disabled for voting after the expiry of the date and time mentioned above. Once the vote on the resolutions(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

1. Members holding shares either in physical form or in dematerialized form and whose name is recorded in the register of Members or in the register of beneficial owners, as on the cut-off date, i.e. Friday, September 13, 2024 ("Eligible Members"), shall be entitled to exercise their right to vote by remote e-voting on the resolutions specified in the Notice.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

INSTRUCTIONS FOR ALL THE SHAREHOLDERS, INCLUDING INDIVIDUAL, OTHER THAN INDIVIDUAL AND PHYSICAL, FOR ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:-

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by "KFinTech". Members may access the same at <https://emeetings.kfintech.com/> .by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above..
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the scheduled time of the AGM.
3. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

4. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@starhealth.in on or before 17.00 Hrs (IST) on Monday, September, 16 2024. They may mark the email subject as "AGM 2024 queries"
6. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
7. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

1. Speaker Registration : The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 9.00 Hrs (IST) on September 20, 2024 to 17.00 Hrs (IST) on September 22, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
2. Post your Question : The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> . Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 9.00 Hrs (IST) on September 20, 2024 to 17.00 Hrs (IST) on September 22, 2024.
3. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write at evoting@kfintech.com or einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

4. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the close of Friday, September 20, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

Members of the Company who have purchased the shares of the Company after the dispatch of the Notice but before the cutoff date may contact Kfintech at Tel No. 1-800-309-4001

(toll free) to obtain login id and password or send a request to einward.ris@kfintech.com.

- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
5. The results of the electronic voting shall be declared to the Stock Exchanges, not later than 48 hours of conclusion of the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

By Order of the Board of Directors

For **Star Health and Allied Insurance Company Limited**

Jayashree Sethuraman

Company Secretary
Membership No : F 12977

Place: Chennai

Date: August 28, 2024

Registered Office:

1, New Tank Street, Valluvar Kottam High Road,
Nungambakkam, Chennai-600034.

Corporate Office

No.148, Acropolis, Dr. Radhakrishnan Salai,
Mylapore, Chennai 600004.