

Date: July 31, 2025
Place: Chennai

Ref: SHAI/B & S/SE/61/2025-26

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

Dear Sir/ Madam,

Sub: Notice of Postal Ballot

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Board of Directors on July 29, 2025 have approved the Notice of Postal Ballot along with Explanatory Statement seeking the Members approval for the business set out in the Notice through remote e-voting process.

The Notice is being sent to the Members whose names appear on the Register of Members as on Friday, July 25, 2025 (i.e. Cut-off Date).

The Company has engaged the services of M/s Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited) for providing e-voting facility to its Members.

The e-voting shall commence from 10:00 hours. (IST) on Saturday, August 02, 2025 and shall end at 17.00 hours (IST) on Sunday, August 31, 2025.

The results of the Postal Ballot along with the Scrutinizer's report shall be announced on or before 17.00 hours (IST) on Monday, September 01, 2025.

The Notice of Postal Ballot along with the Calendar of Events for Postal Ballot Process is attached as **Annexure –I**.

The said disclosure is available on the Company's website at www.starhealth.in

Kindly take the same on record.

For Star Health and Allied Insurance Company Limited,

Jayashree Sethuraman
Company Secretary & Compliance Officer

Cc to:

IDBI Trusteeship Services Limited,
Asian Building, Ground floor,
Ballard Estate, Mumbai-400 001.

National Securities Depository Limited,
4th Floor, Trade World, Kamala Mills
Compound, Senapati Bapat Marg,
Lower Parel – West, Mumbai - 400 013.

Central Depository Services (India) Limited,
Marathon Futurex ,A – Wing,
25th Floor N M Joshi Marg
Lower Parel – East, Mumbai – 400 013.



STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

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

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

CIN L66010TN2005PLC056649 IRDAI REGN. NO.129

Telephone: [044-4788 6700](tel:044-4788 6700) Website:-www.starhealth.in Email: investors@starhealth.in

Annexure –I

Dear Member(s),

NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**Act**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**Rules**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR**) as amended, Secretarial Standard on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**MCA**) for holding general meetings / conducting postal ballot process through voting through electronic means vide general circular numbers 14/2020 dated April 8 2020, 17/2020 dated April 13 2020, 22/2020 dated June 15 2020, 33/2020 dated September 28 2020, 39/2020 dated December 31 2020, 10/2021 dated June 23 2021, 20/2021 dated December 08 2021, 03/2022 dated May 05 2022, 11/2022 dated December 28 2022, 09/2023 dated September 25 2023 and 09/2024 dated September 19 2024, (**collectively the MCA circulars**), and any other applicable laws, rules, regulations and guidelines as may be applicable to transact the special business as set out hereunder by passing ordinary and special resolution, as specified, by members of Star Health and Allied Insurance Company Limited (**the company**) by way of postal ballot by voting through electronic means (**remote e-Voting**).

In accordance with the MCA circulars, members can vote electronically only through the remote e-Voting process. Accordingly, the company is pleased to provide remote e-Voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes in this postal ballot notice so as to cast their vote electronically from **10:00 hours (IST) on Saturday, August 02,2025** and not later than **17:00 hours (IST) on Sunday, August 31,2025** the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS

Item No. 1

Approval of remuneration payable to Mr. Rajeev Kher (DIN: 01192524), Non-Executive Independent Director and Chairperson of the Board.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 196, 197,198 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) the applicable provisions of the Insurance Act 1938 , the IRDAI (Corporate Governance for Insurers) Regulations 2024 read with the relevant master circular and



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the guidelines issued by the IRDAI from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (**SEBI LODR**), including any amendments, modifications, variations or re-enactments thereof and applicable and based on the recommendation of the Nomination and Remuneration Committee , the Board of Directors and approval of IRDAI vide letter dated 24th July 2025, approval be and is hereby accorded for payment of Rs. 30,00,000/- per annum (Rupees Thirty lakhs only) (subject to deduction of applicable taxes) as remuneration to Mr. Rajeev Kher, (DIN: 01192524) Non-Executive Independent Director and the Chairperson of the Board , 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 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. 2

Approval of remuneration payable to Mr. Anand Roy (DIN: 08602245) , Managing Director & Chief Executive Officer (MD & CEO) for FY 2025-2026.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197,198 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, as amended from time to time , the applicable provisions of the Insurance Act 1938 , the IRDAI (Corporate Governance for



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Insurers) Regulations 2024 read with the relevant master circular and the guidelines issued by the IRDAI from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR), 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 the payment of remuneration for FY 2025-2026 (w.e.f 01-04-2025) as given below subject to approval of IRDAI.”

SI No.	Particulars	Amount in Rs per annum
1	Fixed Pay	6,59,13,127
2	Variable Pay	Upto 100% of the fixed pay i.e. 3,29,56,563.50 in cash and ESOPs of equivalent value (3,29,56,563.50) at Fair market price at the time of grant in FY 2026-27

“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. 3

Appointment of Mr. Himanshu Walia, Chief Marketing Officer (DIN: 11101338) as Whole-time Director of the Company and approval of remuneration for FY 2025-2026.

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

"RESOLVED THAT pursuant to provisions of Section 34A and other applicable provisions if any, of the Insurance Act 1938, the IRDAI (Corporate Governance for Insurers) Regulations 2024 read with the relevant master circular and the guidelines issued by the IRDAI from time to time and pursuant to 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, as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR) including any amendments, modifications, variations or



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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 the approval be and is hereby accorded for appointment of Mr. Himanshu Walia, Chief Marketing Officer (DIN: 11101338) as Whole-time Director of the Company liable to retire by rotation for a period of five years with effect from the date of approval by IRDAI and on such terms and conditions as may be mutually agreed between the management and Mr. Himanshu Walia and at a remuneration for FY 2025-2026 as given below subject to approval of IRDAI.”

SI No.	Particulars	Amount in Rs per annum
1	Fixed Pay	3,32,61,508
2	Variable Pay	Upto 100% of the fixed pay i.e. 1,66,30,754 in cash and ESOPs of equivalent value (1,66,30,754) at Fair market price at the time of grant in FY 2026-27

“**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. 4

Appointment of Mr. Amitabh Jain, Chief Operating Officer (DIN: 11101339) as Whole-time Director of the Company and approval of remuneration for FY 2025-2026

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

"**RESOLVED THAT** pursuant to provisions of Section 34A and other applicable provisions if any, of the Insurance Act 1938, the IRDAI (Corporate Governance for Insurers) Regulations 2024 read with the relevant master circular and the guidelines issued by the IRDAI from time to time and pursuant to 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, as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (**SEBI LODR**) including any amendments, modifications, variations or re-enactments thereof and applicable , provisions of the Articles of Association of the Company and



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based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors the approval be and is hereby accorded for appointment of Mr. Amitabh Jain, Chief Operating Officer (DIN: 11101339) as Whole-time Director of the Company liable to retire by rotation for a period of five years with effect from the date of approval of IRDAI and on such terms and conditions as may be mutually agreed between the management and Mr. Amitabh Jain and at a remuneration for FY 2025-2026 as given below subject to approval of IRDAI.”

SI No.	Particulars	Amount in Rs per annum
1	Fixed Pay	3,71,39,833
2	Variable Pay	Upto 100% of the fixed pay i.e. 1,85,69,916.50 in cash and ESOPs of equivalent value (1,85,69,916.50) at Fair market price at the time of grant in FY 2026-27

“**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 consider and take note of the statement as required under clause (q) of Part C of Schedule I of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

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

“**RESOLVED THAT** the members hereby take note of the statement with regard to clause (q) of Part C of Schedule I of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 provided by the Company as follows:



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“The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if the Company had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.”

For Star Health and Allied Insurance Company Limited

Sd/-

Date: 29 July 2025

Place: Chennai

**Jayashree Sethuraman
Company Secretary & Compliance Officer**



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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 given hereunder sets out all material facts relating to the Special business mentioned at Item Nos. 1 to 5 of the accompanying Notice dated 29th July 2025.

ITEM NO. 1

Mr. Rajeev Kher, Non-Executive Independent Director was appointed for a period of 5 years commencing from September 23, 2024 to September 22, 2029 by the Members at the 19th Annual General Meeting of the Company.

In compliance with IRDAI (Corporate Governance for Insurers) Regulations 2024 read with relevant master circular IRDAI has approved the appointment of Mr. Rajeev Kher as the Non-Executive Chairperson of the Board with effect from July 23, 2025 .Further IRDAI vide letter dated July 24, 2025 has approved the remuneration of Rs,30,00,000 per annum (Rupees Thirty Lakhs only) to Mr. Rajeev Kher.

The remuneration payable to Mr. Rajeev Kher requires approval from the members.

DETAILS REQUIRED AS PER SECRETARIAL STANDARD (SS2)

Name of the Director	Mr. Rajeev Kher
Age	70
Academics	Indian Administrative Officer
Nature of expertise	<p>Mr. 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,</p>



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	<p>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>Mr. Rajeev Kher 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	Rs.30,00,000/-per annum
Remuneration last drawn	None
Date of first appointment on the Board of Star Health	June 11,2024



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Terms and conditions of appointment	The Members of the Company has approved the appointment of Mr. Rajeev Kher as the Non-Executive Independent Director of the Company with effect from September 23, 2024 and on such terms and conditions as per his appointment letter dated June 11, 2024.
Shareholding in the Company as on July 29, 2025	None
Disclosure of inter-se relationships between directors and KMP	None
No of Board Meeting attended during the year (FY 2024-25)	5
Details of Directorship, Membership/ Chairmanship of Listed Entities	
Position and Name of the Indian Entities in which he is a Director	Non-Executive - Independent Director of following Indian listed entities 1. Star Health and Allied Insurance Company Limited 2. Alkem Laboratories Limited Director of following Indian unlisted Public Limited entities 3. ICAI Registered Valuers Organisation 4. Airtel Payments Bank Limited
No of Directorship in listed entities including this listed entity	2
Number of Non-Executive Independent Directorship in listed entities including this listed entity	2
No. of Membership in Audit/Stakeholders Committee in listed & Unlisted entities except Private Limited and Foreign Companies	1
No. of post of Chairmanship in Audit / Stakeholder Committee in listed & Unlisted entities except Private Limited & Foreign Companies	0
Listed entities from which the person has resigned in the past three years	Good Year India Limited

The Board of Directors recommend to the Members the payment of remuneration to Mr. Rajeev Kher as specified in the resolution.

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



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ITEM NO. 2

Mr. Anand Roy, MD & CEO was appointed for a period of 5 years commencing from December 16, 2024 to December 15, 2029 on such terms and conditions as specified in the employment agreement dated October 04, 2019.

The remuneration payable to Mr. Anand Roy for the FY 2025-26 requires approval from the members and is subject to approval of IRDAI.

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 2024-2025 (Rs. in Crores) GWP : 16,716.20 PAT : 645.86 Solvency: 2.21 times
II. Information about the appointee:	
Name	Mr. Anand Roy
Age	50
Qualification	B.COM.,PGDBA
Date of first appointment	December 16, 2019
(1) Background details	<p>Mr. Anand Roy holds multi-dimensional responsibilities being the MD & CEO of Star Health.</p> <p>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.</p> <p>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.</p> <p>On the academic front, he is an MBA from International Management</p>



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	Institute (IMI), New Delhi and a Commerce Graduate from Loyola College, Chennai
(2) Past remuneration (FY 2024-2025)	Rs. 7,81,38,876 (including fixed and variable pay)
(3) Job profile and his suitability	<p>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.</p> <p>He 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.</p>
(5) Remuneration proposed	As specified in the resolution
(6) 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	The members and IRDAI has approved the appointment of Mr. Anand Roy as the MD & CEO for a period of 5 years with effect from December 16,2024 on such terms and conditions as specified in the employment agreement dated October 04, 2019
Date of first appointment on the Board	December 16,2019
Shareholding in the Company as on July 29, 2025	1421523 Equity Shares of Rs.10 each constituting 0.24% of paid up capital of the Company.
Disclosure of inter-se relationships between directors and KMP	None



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No of Board Meeting attended during the year (FY 2024-25)	6
Details of Directorship, membership/ Chairmanship of Listed Entities	
Position and Name of the Indian Entities in which he is a Director	MD & CEO of Star Health and Allied Insurance Company Limited –Listed entity
No of Directorship in listed entities including this listed entity	1
Number of Non-Executive Independent Directorship in listed entities including this listed entity	0
No. of Membership in Audit/Stakeholders Committee in listed & Unlisted entities except Private Limited and Foreign Companies	1
No. of post of Chairmanship in Audit / Stakeholder Committee in listed & Unlisted entities except Private Limited & Foreign Companies	0
Listed entities from which the person has resigned in the past three years	None

The Board of Directors recommend to the Members the payment of remuneration to Mr. Anand Roy as specified in the resolution.

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

ITEM NO. 3

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated May 12 2025 have approved the appointment of Mr. Himanshu Walia, Chief Marketing Officer as the Whole time Director of the Company for the period of five years with effect from a date of approval by IRDAI.

The appointment and remuneration payable to Mr. Himanshu Walia requires approval from the members and is subject to approval of IRDAI.



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Brief Profile of Mr. Himanshu Walia

I. General information:	
Nature of industry	Insurance
Date of Commencement of Operation	June 17,2006
Financial performance based on given indicators	FY 2024-2025 (Rs. in Crores) GWP : 16,716.20 PAT : 645.86 Solvency: 2.21 times
II. Information about the appointee:	
Name	Mr. Himanshu Walia
Age	45
Qualification	BBA,MBA
Date of first appointment	The date of first appointment would be the date of approval by IRDAI.
(1) Background details	<p>Mr. Himanshu Walia has over 22 years of rich experience in the insurance industry, with significant contributions in operations, distribution, and group business. He has been associated with Star Health since 2007 and has played pivotal roles in strengthening the organization's market presence across India.</p> <p>In his current role as Chief Marketing Officer, Mr. Himanshu leads Star Health's integrated sales and distribution structure. He is responsible for driving business growth across verticals and geographies, while ensuring profitability, compliance with regulatory standards and delivering superior customer service. His leadership focuses on strategic scaling of networks to enhance market share.</p> <p>Prior to joining Star Health, he held roles at ICICI Lombard and Tata AIG. He holds an MBA in Marketing and is recognized for his strategic vision, market-building.</p>



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(2) Past remuneration (FY 2024-2025)	Rs. 3,87,24,830 (including fixed and variable pay)
(3) Job profile and his suitability	Mr. Himanshu Walia has over 22 years of rich experience in the insurance industry, with significant contributions in operations, distribution, and group business. He has been associated with Star Health since 2007 and has played pivotal roles in strengthening the organization's market presence across India.
(5) Remuneration proposed	As specified in the resolution
(6) 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. 3 of this Notice
Shareholding in the Company as on July 29, 2025	174985 Equity Shares of Rs.10 each constituting 0.03% of paid up capital of the Company.
Disclosure of inter-se relationships between directors and KMP	None
No of Board Meeting attended during the year (FY 2024-25)	None
Details of Directorship, membership/ Chairmanship of Listed Entities	
Position and Name of the Indian Entities in which he/she is a Director	None
No of Directorship in listed entities including this listed entity	None
Number of Non-Executive Independent Directorship in listed entities including this listed entity	None
No. of Membership in Audit/Stakeholders Committee in listed & Unlisted entities except Private Limited and Foreign Companies.	None



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CIN L66010TN2005PLC056649 IRDAI REGN. NO.129

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No. of post of Chairmanship in Audit / Stakeholder Committee in listed & Unlisted entities except Private Limited & Foreign Companies	None
Listed entities from which the person has resigned in the past three years	None

The Board of Directors recommend to the Members the payment of remuneration to Mr. Himanshu Walia as specified in the resolution.

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

ITEM NO. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated 12 May 2025 has appointed Mr. Amitabh Jain, Chief Operating Officer as the Whole time Director and Key Managerial Personnel of the Company for the period of five years with effect from a date of approval by IRDAI.

The appointment and remuneration payable to Mr. Amitabh Jain requires approval from the members and is subject to approval of IRDAI.

The Board of Directors recommend to the Members the payment of remuneration to Mr. Amitabh Jain as specified in the resolution.

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

Brief Profile of Mr. Amitabh Jain

II. .General information:	
Nature of industry	Insurance
Date of Commencement of Operation	June 17,2006
Financial performance based on given indicators	FY 2024-25 (Rs. in Crores)



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	GWP : 16,716.20 PAT : 645.86 Solvency: 2.21 times
II. Information about the appointee:	
Name	Mr. Amitabh Jain
Age	54
Qualification	CFA, PGDBA
Date of first appointment	The date of first appointment would be the date of approval by IRDAI.
(1) Background details	<p>With over 25 years of experience in financial services and 20+ years in general insurance, Mr. Amitabh Jain brings a wealth of knowledge in operations, sales, underwriting, and product development. He was a founding member of ICICI Lombard in 2001.</p> <p>Amitabh joined Star Health in 2023. As Chief Operating Officer of Star Health, he oversees entire claims operations, underwriting, business operations and also product design and strategy. With a strong emphasis on enhancing customer service, technology integration and process excellence, he has been instrumental in launching industry-first innovations and multiple digital platforms at Star Health.</p> <p>He holds an engineering degree, an MBA, and is also a CFA Charter holder.</p>
(2) Past remuneration (FY 2024-25)	Rs. 4,15,25,356 (including fixed and variable pay)
(3) Job profile and his suitability	Amitabh Jain joined Star Health in 2023. As Chief Operating Officer of Star Health, he oversees entire claims operations, underwriting, business operations and also product design and strategy. With a strong emphasis on enhancing customer service, technology integration and process excellence, he has been instrumental in launching industry-first innovations and multiple digital platforms at Star Health.
(5) Remuneration proposed	As specified in the resolution
(6) Comparative remuneration	Considering the responsibility borne by him, of the enhanced



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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)	business activities of the Company, proposed remuneration commensurate with the industry standards and Board level positions held in similar sized and similarly positioned business.
Terms and conditions of appointment	As per the resolution at Item no. 4 of this Notice
Shareholding in the Company as on July 29, 2025	200 Equity Shares of Rs.10 each constituting 0.00% of paid up capital of the Company.
Disclosure of inter-se relationships between directors and KMP	None
No of Board Meeting attended during the year (FY 2024-25)	None
Details of Directorship, membership/ Chairmanship of Listed Entities	
Position and Name of the Indian Entities in which he/she is a Director	None
Number of Directorship in listed entities including this listed entity	None
Number of Non-Executive Independent Directorship in listed entities including this listed entity	None
Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	None
Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	None
Listed entities from which the person has resigned in the past three years	None



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Item No. 5

In the explanatory statement provided in the postal ballot notice dated 11 February 2025 with regard to the special resolution proposed for Adoption of Star Health and Allied Insurance Company Limited Employee Stock Option Scheme 2024 (ESOP 2024), the Company has stated that it shall use the intrinsic value method for accounting of options at page 8 of the said notice under clause (p) of disclosures under Rule 12 of Companies (Share Capital & Debenture) Rules, 2014, read with circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by SEBI. However, the Company had inadvertently missed to include the statement as required under clause (q) of Part C of Schedule I of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in the said explanatory statement. Hence, we are now placing the below statement for the consideration and noting of the shareholders.

“The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if the Company had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.”

Non-promoter Directors (other than the Independent Directors) and other Key Managerial Personnel of the Company are deemed to be concerned or interested, to the extent of stock options granted / to be granted pursuant to the ESOP 2024 and to the extent of their shareholding in the Company, if any.

None of the other Directors of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution for approval by the members for the said item.

For Star Health and Allied Insurance Company Limited

Sd/-

Date: 29th July 2025

Place: Chennai

**Jayashree Sethuraman
Company Secretary & Compliance Officer**



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NOTES

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons / rationale thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In terms of the MCA circulars, the company is sending this Notice ONLY in electronic form to those members whose names appear in the register of Members / List of Beneficial Owners as received by the Company from the Depositories / KFin Technologies Limited, the Company’s Registrar and Transfer Agent (RTA), as on **Friday, July 25 2025 (Cut-Off Date)** and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by remote e voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, MCA Circulars, SS-2, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (**SEBI Master Circular**), and any amendments thereto, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of KFin Technologies Limited as the agency to provide remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in Note No.13 of this Notice.
5. The remote e-voting period shall commence on **Saturday, August 02, 2025 at 10.00 hours (IST) and not later than 17:00 hours (IST) on Sunday, August 31, 2025**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter.



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6. The Board of Directors of the Company has appointed Mr. Mirza Ismail Irshad Ahmed Practicing Company Secretary (Membership No. F11458, CP No: 24586) to act as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Managing Director & CEO / Director after the completion of scrutiny within 2 working days from the conclusion of the postal ballot e-voting i.e., on or by **Monday, September 01, 2025**. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the company's website at www.starhealth.in and on the website of KFin Technologies Limited at <https://evoting.kfintech.com> immediately after the results are declared by the chairperson and the same shall be communicated to the Stock Exchanges i.e., BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**), where the equity shares of the company are listed.
9. The resolution, if passed by the requisite majority through Postal Ballot by remote e voting, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Sunday, August 31, 2025**.
10. Resolution passed by the Members through Postal Ballot by remote e-voting is deemed to have been passed as if the same has been passed at a general meeting of the Members.
11. In line with the MCA Circulars, the Postal Ballot Notice is hosted on the website of the Company at www.starhealth.in. The Notice can also be accessed from the websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and is available on the website of e-voting agency i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Procedure and manner for remote e-voting is as under:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, provisions of Regulation 44 of the SEBI Listing Regulations and in terms SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Companies, the Members are provided with the facility to cast their vote electronically, through the remote e-voting platform provided by KFin Technologies Limited, on the resolution set forth in this Notice.



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However, in pursuance of 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/ Depository Participants in order to increase the efficiency of the voting process. 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. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access e-voting facility.

The details of the process and manner for remote e-voting 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 KFin Technologies Limited e-voting system in case of shareholders holding shares in physical and non-individual shareholders holding shares in demat mode.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Users already registered for Internet-based Demat Account Statement (IDeAS) facility of NSDL may follow the following procedure:
	<ol style="list-style-type: none"> 1. Visit URL: https://eservices.nsd.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’. Post successful authentication, click on “Access to e-voting”. 4. 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.
	2. User not registered for IDeAS e-Services facility of NSDL may follow the following procedure:
	<ol style="list-style-type: none"> 1. To register click on URL : https://eservices.nsd.com 2. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp .





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Type of shareholders	Login Method
	<p>3. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.</p> <p>4. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p> <p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <p>1) Open URL: https://www.evoting.nsdl.com/</p> <p>2) Click on the button “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3) 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.</p> <p>4) Post successful authentication, you will requested to select the name of the Company and the e-voting Service Provider’s name, i.e., KFin Technologies Limited.</p> <p>5) On successful selection, you will be redirected to KFin Technologies Limited e-voting page for casting your vote during the remote e-voting period.</p> <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> <div data-bbox="521 1444 963 1717" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:
	1. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com and Click on New System Myeasi 2. Enter your User ID and Password for accessing Easi / Easiest 3. 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.
	2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:
	1) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration . 2) Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. 3) After successful registration, please follow steps given under Sr. No. I above to cast your vote
	3. Alternatively, by directly accessing the e-Voting website of CDSL
1) Visit URL: www.cdslindia.com 2) Provide your demat Account Number and PAN No. 3) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 4) 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.	



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Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>i). You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>ii). 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.</p> <p>iii). 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.</p>

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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 / RTA / Depositories/ Depository Participants, will receive an email from KFin Technologies Limited which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- 1) Open your browser during the remote e-voting period and navigate to <https://evoting.kfintech.com/>
- 2) Enter the login credentials (i.e. User ID and password mentioned in the mail). 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



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registered with KFin Technologies Limited for evoting, you can use your existing User ID and password for casting the vote.

- 3) After entering these details appropriately, click on “LOGIN”.
- 4) You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password shall comprise of minimum eight characters consisting of 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.
- 5) You need to login again with the new credentials.
- 6) On successful login, the system will prompt you to select the e-Voting Event Number for Anjani Portland Cement Limited.
- 7) If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- 8) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date i.e., **Friday, July 25, 2025** 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 on cut-off date.
- 9) 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.
- 10) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 11) 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.



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- 12) You may then cast your vote by selecting an appropriate option and click on “Submit”. 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.
- 13) During the voting period, Members can login any number of times and vote until they confirm the voting on the resolutions.
- 14) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned (PDF Format) certified true copy of the relevant board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who is/are authorised to vote, to the Scrutinizer at email ID cs.irshad@irshadandassociates.in with a copy to evoting@kfintech.com and investors@starhealth.in and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and evoting User Manual for Members at the download Section of at <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath, Manager – Corporate Registry of KFin Technologies Limited at 1800-3094-001 (toll free).

(B) Members whose email IDs are not registered with the Company / RTA / Depositories/ Depository Participants, and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- 1) Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), KFin Technologies Limited at einward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.
- 2) After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of any queries, Members may write to einward.ris@kfintech.com.

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, Postal Ballot Notice and the e-voting instructions.



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- 3) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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

Sd/-

**Jayashree Sethuraman
Company Secretary**



STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

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

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

CIN L66010TN2005PLC056649 IRDAI REGN. NO.129

Telephone: [044-4788 6700](tel:044-4788 6700) Website:-www.starhealth.in Email: investors@starhealth.in

Calendar of Events for Postal Ballot Process

S.No.	Particulars	Date
1.	Cut -off date for determining shareholders to whom postal Ballot notice will be sent	25-07-2025
2.	Date of consent by scrutinizer to act as Scrutinizer	29-07-2025
3.	Approval of the Board for appointment of Scrutinizer and approving Draft Notice of Postal Ballot	29-07-2025
4.	Intimation to stock exchange under Regulation 30 of SEBI LODR regarding approval of notice of Postal Ballot by Board of Directors	29-07-2025
5.	Date of intimation to Stock Exchanges regarding copy of notice of Postal Ballot and calendar of events	31-07-2025
6.	Date of commencement and completion of dispatch of notice	31-07-2025
7.	Newspaper Advertisement for postal ballot and e-voting	01-08-2025
8.	Commencement of E-Voting	02-08-2025
9.	End date of E-voting	31-08-2025
10.	Scrutinizers Report to Chairperson	01-09-2025
11.	Declaration of Results by Chairperson	01-09-2025
12.	Intimation of voting results to Stock Exchanges	01-09-2025
13.	Intimation to stock exchange under Regulation 30 of SEBI LODR for the appointment of WTDs (As per item 7 of Para A of Part A of Schedule III of SEBI LODR, 2015)	Within 12 hours of declaration of voting results

Thanking you,

For Star Health and Allied Insurance Company Limited

Sd/-

Jayashree Sethuraman
Company Secretary & Compliance Officer