

**NOTICE FOR THE EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that the **Extra-Ordinary General Meeting (RHICL EGM NO. 02/2019-2020)** of Religare Health Insurance Company Limited will be held on Friday, March 13, 2020 at 10.00 am at Vipul Tech Square, Tower C, 3rd Floor, Sector-43, Golf Course Road, Gurugram-122009 to transact the following businesses:

SPECIAL BUSINESS**ITEM NO. 1****TO APPROVE ISSUE OF PRIVATE PLACEMENT/PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO M/s TRISHIKHAR VENTURES LLP**

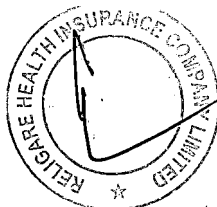
To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 42, 62(1)(C), 247 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, all other applicable laws and regulations; the Memorandum and the Articles of Association of the Company, IRDAI Act, guidelines, provisions, subject to the approval of IRDAI or any other authority if required and as recommended by the Board, the consent of the shareholders be and is hereby accorded to create, issue, offer and allot upto 5,27,84,376 equity shares of the Company of the face value of Rs. 10/- each on preferential allotment/private placement basis, at a price of Rs. 37.89/- including premium of Rs. 27.89/- per equity share aggregating upto Rs. 200,00,00,006.64/- to the following proposed subscriber in the following ratio and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

S. No.	Name of the proposed subscriber	No. of shares proposed to subscribe
1	M/s Trishikhar Ventures LLP	5,27,84,376

RESOLVED FURTHER THAT in accordance to the Companies Act, 2013, the "Relevant date" for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be December 31, 2019 being the date falling 30 days prior to the date of this Extra-Ordinary General Meeting to approve this Offer.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of


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**Religare Health Insurance Company Limited**

Regd. Office: 5th Floor, 19 Chawla House, Nehru Place, New Delhi-110019

Corp. Office: Vipul Tech Square, Tower C, 3rd Floor, Golf Course Road, Sec-43, Gurugram-122009 (Haryana)

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IRDA Regn. No. 148

CIN: U66000DL2007PLC161503

the Company and shall rank pari passu with the existing Equity Shares of the Company with respect to dividend and voting rights.

RESOLVED FURTHER THAT Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor, Company Secretary of the Company be and are hereby severally authorized to negotiate, modify, finalize and sign the documents, including without limitation the private placement offer cum application letter and any other ancillary documents, including to make any modification in the draft offer of letter(s), refund of money to shareholders, if required, to decide record date and to do all such acts, deeds and things necessary and incidental in order to give effect to this resolution.

RESOLVED FURTHER THAT Allotment Committee or any other Committee as decided by Board, be and is hereby authorized to allot equity shares to the said proposed subscriber and to do all such acts, deeds, matters and things which may be deemed necessary, pertinent, desirable, incidental in this regard, in accordance with the applicable statutory requirements.

RESOLVED FURTHER THAT the Allotment Committee shall allot shares from its share transfer office located at Noida or any other place as may be decided by the Committee and to do all activities in this regard.

RESOLVED FURTHER THAT Mr. Pratik Kapoor, Company Secretary or Corporate Manager - Secretarial, of the Company, be and are hereby severally appointed as the Nodal Officer of the Company for the purpose of Private Placement Offer.

RESOLVED FURTHER THAT Lt. Gen. (retd.) Shamsher Singh Mehta, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, deeds and documents with the Registrar of Companies, National Securities Depository Limited, Insurance Regulatory and Development of India or other Statutory and Regulatory Authorities as may be required and to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company."

ITEM NO. 2

TO APPROVE PRIVATE PLACEMENT ALLOTMENT OF EQUITY SHARES TO FEW EXISTING SHAREHOLDERS

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:



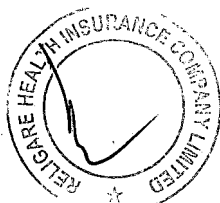
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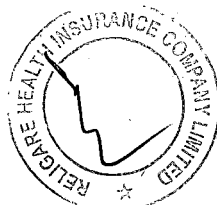
"RESOLVED THAT pursuant to provisions of Section 42, 62(1)(C), 247 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, all other applicable laws and regulations, the Memorandum and the Articles of Association of the Company, IRDAI Act, guidelines, provisions, subject to the approval of IRDAI or any other authority if required and as recommended by the Board, the consent of the shareholders be and is hereby accorded to create, issue, offer and allot upto 5,84,229 equity shares of the Company of the face value of Rs. 10/- each on preferential allotment/private placement basis, at a price of Rs. 37.89/- including premium of Rs. 27.89/- per equity share aggregating upto Rs. 2,21,36,436.81/- to the following proposed subscribers in the following ratio and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

S. No.	Name of the proposed subscriber	No. of shares proposed to subscribe
1	M/s LKP Finance Ltd	4,27,357
2	M/s Gland Celsus Biochemicals Private limited	1,12,052
3	M/s Sandeep Thapliyal	11,205
4	M/s Arvind Bansal	11,205
5	M/s Swarnim Multiventures Private Limited	11,205
6	M/s Kaushal Kumar Aggarwal	11,205
	TOTAL	5,84,229

RESOLVED FURTHER THAT in accordance to the Companies Act, 2013, the "Relevant date" for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be December 31, 2019 being the date falling 30 days prior to the date of this Extra-Ordinary General Meeting to approve this Offer.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company with respect to dividend and voting rights.

RESOLVED FURTHER THAT Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor Company Secretary of the Company be and are hereby severally authorized to negotiate, modify, finalize and sign the documents, including without limitation the private placement offer cum application letter and any other ancillary documents, including to make any modification in the draft offer of letter(s), refund of money to shareholders, if required, to decide record date and to do all such acts, deeds and things necessary and incidental in order to give effect to this resolution.


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RESOLVED FURTHER THAT Allotment Committee or any other Committee as decided by Board, be and is hereby authorized to allot equity shares to the said proposed subscribers and to do all such acts, deeds, matters and things which may be deemed necessary, pertinent, desirable, incidental in this regard, in accordance with the applicable statutory requirements.

RESOLVED FURTHER THAT the Allotment Committee shall allot shares from its share transfer office located at Noida or any other place as may be decided by the Committee and to do all activities in this regard.

RESOLVED FURTHER THAT Mr. Pratik Kapoor, Company Secretary or Corporate Manager – Secretarial, of the Company, be and are hereby severally appointed as the Nodal Officer of the Company for the purpose of Private Placement Offer.

RESOLVED FURTHER THAT Lt. Gen. (retd.) Shamsher Singh Mehta, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, deeds and documents with the Registrar of Companies, National Securities Depository Limited, Insurance Regulatory and Development of India or other Statutory and Regulatory Authorities as may be required and to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company."

ITEM NO. 3

TO APPROVE THE RE-APPOINTMENT OF MR. ANUJ GULATI AS A MANAGING DIRECTOR & CEO

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act and Schedule V all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Section 34A of the Insurance Act, 1938 and subject to the approval of the Insurance Regulatory and Development Authority of India ("IRDAI") or/and subject to such other approval(s) or sanction(s) as may be required, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Anuj Gulati as the Managing Director & CEO of the Company for a term of five years with effect from April 26, 2020 or any other date as may be approved by IRDAI on such remuneration and other terms and conditions as approved by the shareholders in their Annual General Meeting held on June 27, 2019 and further as approved by IRDAI.



RESOLVED FURTHER THAT subject to the superintendence, control and direction of the Board, Mr. Anuj Gulati shall perform such duties and functions as would commensurate with his position as Managing Director & CEO of the Company and as may be delegated to him from time to time.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Company be and is hereby authorized to increase/make changes in the terms and conditions of re-appointment including the remuneration and as prescribed/in accordance with the Act and do all such other acts, deeds and things which are necessary and incidental in order to give effect this resolution.

RESOLVED FURTHER THAT Lt. Gen. (retd.)Shamsher Singh Mehta, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Pratik Kapoor, Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or to delegate the authority to any other official of the Company and to do all such acts, deeds, things and matters including but not limited to represent the Company before any authority and to appoint attorney(s) or authorized representative(s) to give effect to this Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company."

ITEM NO. 4

TO APPROVE AMENDMENT NO. 3 TO RELIGARE HEALTH INSURANCE CEO STOCK OPTION SCHEME 2014

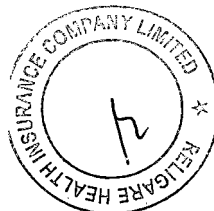
To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT in addition to earlier resolution passed by the shareholders pursuant to section 62(1)(b), prescribed rules thereof and other applicable provisions of the Companies Act 2013, the Memorandum and Articles of Association of the Company, SEBI(Share Based Employee Benefits) Regulations, 2014, or any other act, rules, regulations, guidelines, circulars thereof and as recommended by the Board, the consent of the shareholders be and is hereby accorded to ratify and approve the existing scheme "Religare Health Insurance CEO Stock Option Scheme 2014" ("RHICL ESOP CEO 2014") through document titled as "Amendment No. 3 to Religare Health Insurance CEO Stock Option Scheme 2014" (Amendment No. 3 CEO) ("RHICL ESOP CEO 2014 read with Amendment No. 3 CEO is termed as "Revised ESOP CEO 2014")

RESLOVED FURTHER THAT Lt. Gen. (retd.)Shamsher Singh Mehta, Mr. Sanjeev Meghani, Head-Human Resources, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor, Company Secretary of the Company and be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents as may be considered necessary or expedient with the Ministry of Corporate



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Affairs, Insurance Regulatory and Development Authority of India, Central Government or its delegated authority and to do all such acts, deeds, things and matters including but not limited to represent the Company before any authority and to appoint attorney(s) or authorized representative(s) to give effect to this Resolution."

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company."

ITEM NO. 5

TO CHANGE THE NAME OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance to the recommendation of the Board and pursuant to the provisions of section 4(4), section 13 of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) subject to the approval of the Registrar of Companies and the Insurance Regulatory and Development Authority of India (IRDAI) if any, the consent of the shareholders of the Company be and is hereby accorded, to change the name of the Company from '**Religare Health Insurance Company Limited**' to '**Care Health Insurance Limited**' or any other name as may be deemed fit by the Authorized Signatories and as per the approval of Central Registration Centre (CRC), Ministry of Corporate Affairs, or any other appropriate authority;

RESOLVED FURTHER THAT the new name of the Company (i.e. M/s Care Health Insurance Limited) shall substitute the existing name (i.e. M/s Religare Health Insurance Company Limited), wherever it appears in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT Mr. Anuj Gulati, Managing Director & CEO of the Company, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor, Company Secretary, Authorised Signatories of the Company be and are hereby severally authorised to apply to the CRC, Ministry of Corporate Affairs, IRDAI or any other concerned authorities for ascertaining the availability of the proposed name mentioned aforesaid and to prepare, file and submit the necessary e-forms, applications, documents, declaration, undertaking, fees and other documents for Change of the name, suggest any alternate names if the above said name is not made available by CRC and also authorised to obtain the necessary approvals, permission from the CRC, Ministry of Corporate Affairs, IRDAI or other concerned authority/ies in this regard;

RESOLVED FURTHER THAT Mr. Anuj Gulati, Managing Director & CEO of the Company, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Pratik Kapoor, Company Secretary of the Company, be and hereby severally authorised to delegate all or any of the aforesaid powers in favour of any person/official/Consultants/Practising Company Secretary/Law Firm etc, to act, represent, and appear before any Statutory Authority for and on behalf of the Company for the purpose of giving effect to this resolution;



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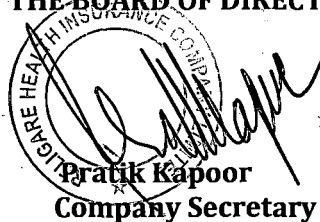
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RESOLVED FURTHER THAT Mr. Anuj Gulati, Managing Director & CEO of the Company, Mr. Pankaj Gupta, Chief Financial Officer and Mr. Anoop Singh, Chief Compliance Officer of the Company, be and hereby severally authorised to decide the date and time of the name change in accordance with the business strategy of the Company;

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director, Company Secretary or Corporate Manager - Secretarial of the Company."

BY ORDER OF THE BOARD OF DIRECTORS


Pratik Kapoor
Company Secretary

Place: Gurugram

Date: February 18, 2020



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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTR-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Explanatory Statement in respect of Special Business, as required under Section 102 of the Companies Act, 2013, is annexed hereto.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate Members intending to send its Authorized Representative to attend the meeting in terms of Section 112 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on its behalf at the Extra-ordinary General Meeting.
6. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. except on holidays, upto the date of the Extra-ordinary General Meeting.
8. Route Map to the venue of the Meeting is provided at the end of the notice.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Gurugram
Date: February 18, 2020


Pratik Kapoor
 Company Secretary


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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,**2013****Item No. 1**

The members are informed that the Company has identified M/s Kedaara capital Fund II LLP (Investment Parent), M/s Trishikhar Ventures LLP (Investor) (jointly referred as "Kedaara") to make investment of around Rs. 200 Crores as primary capital and Rs. 200 Crores as secondary transaction with Religare Enterprises Limited at the current valuation of Rs. 2,758 crores at price of Rs. 37.89/- per share.

In light of above, it is proposed to issue, offer and allot upto 5,27,84,376 equity shares of the Company of the face value of Rs. 10/- each on preferential allotment/private placement basis, at a price of Rs. 37.89/- including premium of Rs. 27.89/- per equity share aggregating upto Rs.200,00,00,006.64/- to the following proposed subscribers in the following ratio and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

S. No.	Name of the proposed subscriber	No. of shares proposed to subscribe
1	M/s Trishikhar Ventures LLP	5,27,84,376

Pursuant to Section 42 and 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), read with Rules made thereunder and the Memorandum and Articles of Association of the Company, the approval of the Members is required for making further issue of Equity shares on preferential basis by way of a Special Resolution.

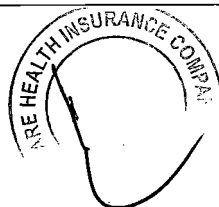
Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:-

S.No.	Particulars	Information
a	Particulars of the Offer including date of passing of Board Resolution	The size of the said Private Placement/preferential allotment is around Rs. 200 Crores. The subscribers has been given various rights such as pre-emptive rights, Anti-dilution protection, liquidity preference, most favorable rights, tag along rights, exit rights, Reserve matters, Board seat etc. The said offer shall be subject to the approval of shareholders and Insurance Regulatory and Development Authority of India.


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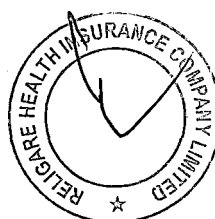


		Date of Board Resolution – February 05, 2020
b	Kinds of securities offered and the price at which security is being offered	Equity shares are offered at a price of Rs. 37.89/- (Rs. 10/- face value and Rs. 27.89/- premium)
c	Basis or justification for the price (including premium if any) at which the offer or invitation is being made	Value per equity share as per valuation report is Rs. 35.08 and the Company has proposed the said investment at Rs. 37.89/- per share.
d	Name and the address of the valuer who performed valuation	Name: Mr. Romesh Vijay Address: 42/3, Ixia Street, Vatika city, Sector 49, Gurgaon, Haryana – 122018.
e	Amount which the company intends to raise by way of such securities	Rs. 200,00,00,006.64/-
f	Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>Material terms: The size of the said Private Placement/ preferential allotment is around Rs. 200 Crores. The subscribers has been given various rights such as pre-emptive rights, Anti-dilution protection, liquidity preference, most favorable rights, tag along rights, exit rights, Board seat, indemnification, tenure of managing director & CEO, Nomination & Remuneration Committee re-constitution, etc. The said offer shall be subject to the approval of shareholders and Insurance Regulatory and Development Authority of India.</p> <p>Proposed time schedule: Within 1 year from the date of passing of Special Resolution.</p> <p>Purpose/ object of the offer: The issue is being raised to maintain the solvency requirement and for expansion of business.</p> <p>Contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects:</p> <p>Religare Enterprises Limited Promoter, in separate transaction will be selling 5,27,84,376 equity shares to M/s Trishikhar Ventures LLP as a part the transaction. Also, Mr. Anuj Gulati, Managing Director & CEO will be selling 1,66,33,239 Equity shares to M/s</p>


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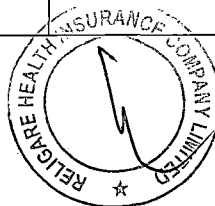
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		<p>Trishikhar Ventures LLP post exercise of his ESOP options as a part of the transaction. Also, in addition to above, also Managing Director & CEO have proportionate tag options in accordance to ESOP policy of the Company. Except the above, no other promoter or director is making any contribution in any manner.</p> <p>Principle terms of assets charged as securities: NIL</p>
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Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:-

Sl. No.	Particulars	Information
a.	The Objectives of the issue	To meet the solvency level requirement and expansion plan of the Company.
b.	Total no. of Equity Shares to be issued	5,27,84,376 equity shares of the Company of the face value of Rs. 10/- each at a price of Rs. 37.89/- including premium of Rs. 27.89/- per equity share aggregating upto Rs.200,00,00,006.64/-
c.	The Price/ price band at /within which such shares are proposed to be issued:	Rs. 37.89
d.	The Basis on which the price has been arrived at along with the report of the registered valuer.	Value per equity share as per valuation report is Rs. 35.08 and the Company has proposed the said investment at Rs. 37.89/- per share.
e.	Relevant date with reference to which price has been arrived at (Relevant date means a date at least thirty days prior to the date on which the general meeting of the company is scheduled to be held)	December 31, 2019
f.	Class or classes of persons to whom allotment is proposed to be made	There is no different class. The shares shall rank pari-passu with the existing shares in terms of dividend and voting rights.
g.	Intention of promoters directors or KMP to subscribe to the offer -	None of the Promoter / Director or KMP intends to subscribe to the proposed issue.



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Corp. Office: Vipul Tech Square, Tower, C, 3rd Floor, Golf Course Road, Sec-43, Gurugram-122009 (Haryana)



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h.	The proposed time within which the allotment shall be completed	The allotment shall be completed within one year from the date of passing of special resolution.
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i. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee company –

Name of Allotees	No of Equity Shares	Percentage of Post Preferential Capital
M/s Trishikhar Ventures LLP	5,27,84,376	6.761%

j. The change in control, if any, in the Company that would occur consequent to the Preferential Offer – NIL

k. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price - 6

l. Justification for allotment proposed to be made for consideration other than cash: The proposed allotment will be at cash only. (cash includes online transfers and cheque)

m. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	%age of share holding*	No. of shares held	%age of share holding
A	Promoter's holding:				
1	Indian:				
	Individual				
	Bodies Corporate:				
	Religare Enterprises Limited	64,75,16,629	88.951%	64,75,16,629	82.937%
	Sub Total	64,75,16,629	88.951%	64,75,16,629	82.937%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	64,75,16,629	88.951%	64,75,16,629	82.937%
B	Non-Promoter's Holding				
1	Institutional Investor	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	5829204	0.801%	5829204	0.747%



<ul style="list-style-type: none"> LKP Finance Limited** Gland Celsus Biochemicals Pvt Ltd** Swarnim Multiventures Pvt Ltd** Trishikhar Ventures LLP Others 	1528405 152840 0 379826	0.210% 0.021% 0 0.052%	1528405 152840 52784376 379826	0.196% 0.020% 6.761% 0.049%
Directors and Relatives	1,25,05,194	1.718%	1,25,05,194	1.602%
Indian Public	-	-	-	-
Others (Including NRIs)				
<u>Banks</u>				
Union Bank of India	2,69,50,152	3.702%	2,69,50,152	3.452%
Corporation Bank	2,44,28,900	3.356%	2,44,28,900	3.129%
<u>Individuals</u>				
• Sandeep Thapliyal**	152840	0.021%	152840	0.020%
• Arvind Bansal**	152840	0.021%	152840	0.020%
• Kaushal Kumar Aggarwal**	152840	0.021%	152840	0.020%
• Others	8179223	1.124%	8179223	1.048%
<u>HUF</u>	20176	0.003%	20176	0.003%
Sub Total (B)	8,04,32,440	11.049	13,32,16,816	17.063%
Grand Total	72,79,49,069	100%	78,07,33,445	100%

*figure rounded off

** In accordance to the Investment Agreement with the earlier said shareholders, the said percentage is subject to change if these shareholders subscribe to the issue being separately approved by the shareholders.

All the relevant documents and disclosures shall be kept open for inspection by the Members between 10.00 A.M. to 1.00 p.m. on any working day at the Corporate Office of the Company and will also be available at the meeting.

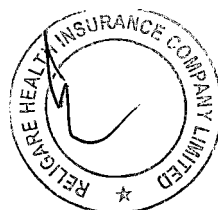
The Board recommends the Resolution for approval of the Members as set out at item No. 1 of the Notice as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice except Managing Director & CEO whose ESOP shares are being proposed to


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be acquired by M/s Trishikhar Ventures LLP and also Managing Director & CEO, CFO and CS who have proportionate tag options in accordance to ESOP policy of the Company.

Item No. 2

The members are informed that, the Company has identified M/s Kedaara capital Fund II LLP (Investment Parent), M/s Trishikhar Ventures LLP (Investor) (jointly referred as "Kedaara") to make investment of around Rs. 200 Crores as primary capital and Rs. 200 Crores as secondary transaction with Religare Enterprises Limited at the current valuation of Rs. 2,758 crores at price of Rs. 37.89/- per share.

The members are also informed that in accordance to Investment Agreement with few investors, the Company is under obligation to offer upto 5,84,229 equity shares to the below mentioned subscribers at aforementioned valuation.

In light of above, and, it is proposed to issue issue, offer and allot upto 5,84,229 equity shares of the Company of the face value of Rs. 10/- each on preferential allotment/private placement basis, at a price of Rs. 37.89/- including premium of Rs.27.89/- per equity share aggregating upto Rs. 2,21,36,436.81/- to the following proposed subscribers in the following ratio and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion in addition to the shares proposed to be issued to M/s Trishikhar Ventures LLP :

S. No.	Name of the subscriber	proposed	No. of shares proposed to subscribe
1	M/s LKP Finance Ltd		4,27,357
2	M/s Gland Celsus Biochemicals Private limited		1,12,052
3	M/s Sandeep Thapliyal		11,205
4	M/s Arvind Bansal		11,205
5	M/s Swarnim Multiventures Private Limited		11,205
6	M/s Kaushal Kumar Aggarwal		11,205
	TOTAL		5,84,229

Pursuant to Section 42 and 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), read with Rules made thereunder and the Memorandum and Articles of Association of the Company, the approval of the Members is required for making further issue of Equity shares on preferential basis by way of a Special Resolution.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:-

S.No.	Particulars	Information
a	Particulars of the Offer including date of passing of Board Resolution	The size of the said Private Placement/ preferential allotment is around Rs. 2.21 Crores. The said offer shall be subject to the approval of shareholders and Insurance

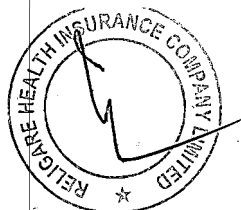


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		Regulatory and Development Authority of India, if required Date of Board Resolution - February 05, 2020
b	Kinds of securities offered and the price at which security is being offered	Equity shares are offered at a price of Rs. 37.89/- (Rs. 10/- face value and Rs. 27.89/- premium)
c	Basis or justification for the price (including premium if any) at which the offer or invitation is being made	Value per equity share as per valuation report is Rs. 35.08 and the Company has proposed the said investment at Rs. 37.89/- per share.
d	Name and the address of the valuer who performed valuation	Name: Mr. Romesh Vijay Address: 42/3, Ixia Street, Vatika city, sector 49, Gurgaon, Haryana - 122018
e	Amount which the company intends to raise by way of such securities	Rs. 22136436.81/-
f	Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>Material terms: The size of the said Private Placement/ preferential allotment is around Rs. 2.21 Crores. The said shares are in accordance to the Agreement with few investors. The said offer shall be subject to the approval of shareholders and Insurance Regulatory and Development Authority of India.</p> <p>Proposed time schedule: within 1 year from the date of passing of Special Resolution.</p> <p>Purpose/ object of the offer: The issue is being raised to maintain the solvency requirement and for expansion of business</p> <p>Principle terms of assets charged as securities: NIL</p>

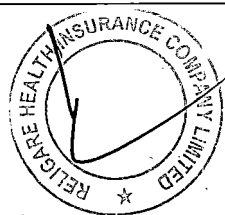
Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:-

Sl. No.	Particulars	Information
a.	The Objectives of the issue	To meet the solvency level requirement and expansion plan of the Company.


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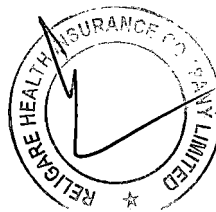

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b.	Total no. of Equity Shares to be issued	5,84,229 equity shares of the Company of the face value of Rs. 10/- each at a price of Rs. 37.89/- including premium of Rs. 27.89/- per equity share aggregating upto Rs.2,21,36,436.81/-
c.	The Price/ price band at /within which such shares are proposed to be issued:	Rs. 37.89/-
d.	The Basis on which the price has been arrived at along with the report of the registered valuer.	The price has been arrived at in terms of Valuation Report dated January 28, 2020 issued by Mr. Romesh Vijay, Registered Valuer
e.	Relevant date with reference to which price has been arrived at (<i>Relevant date means a date at least thirty days prior to the date on which the general meeting of the company is scheduled to be held</i>)	December 31, 2019
f.	Class or classes of persons to whom allotment is proposed to be made	There is no different class. The shares shall rank pari-passu with the existing shares in terms of dividend and voting rights.
g.	Intention of promoters directors or KMP to subscribe to the offer –	None of the Promoter / Director or KMP intends to subscribe to the proposed issue.
h.	The proposed time within which the allotment shall be completed	The allotment shall be completed within one year from the date of passing of special resolution.

i. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee company –



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h.	The proposed time within which the allotment shall be completed	The allotment shall be completed within one year from the date of passing of special resolution.
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i. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee company -

Name of Allotees	No of Equity Shares	Percentage of Post Preferential Capital
M/s Trishikhar Ventures LLP	5,27,84,376	6.761%

j. The change in control, if any, in the Company that would occur consequent to the Preferential Offer - NIL

k. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price - 6

l. Justification for allotment proposed to be made for consideration other than cash: The proposed allotment will be at cash only. (cash includes online transfers and cheque)

m. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	%age of share holding*	No. of shares held	%age of share holding
A	Promoter's holding:				
1	Indian:				
	Individual				
	Bodies Corporate:				
	Religare Enterprises Limited	64,75,16,629	88.951%	64,75,16,629	82.937%
	Sub Total	64,75,16,629	88.951%	64,75,16,629	82.937%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	64,75,16,629	88.951%	64,75,16,629	82.937%
B	Non-Promoter's Holding				
1	Institutional Investor	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies				

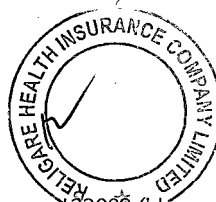


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	<ul style="list-style-type: none"> LKP Finance Limited** Gland Celsus Biochemicals Pvt Ltd** Swarnim Multiventures Pvt Ltd** Trishikhar Ventures LLP Others 	5829204 1528405 152840 0 379826	0.801% 0.210% 0.021% 0 0.052%	5829204 1528405 152840 52784376 379826	0.747% 0.196% 0.020% 6.761% 0.049%
	Directors and Relatives	1,25,05,194	1.718%	1,25,05,194	1.602%
	Indian Public	-	-	-	-
	Others (Including NRIs)				
	<u>Banks</u>				
	Union Bank of India	2,69,50,152	3.702%	2,69,50,152	3.452%
	Corporation Bank	2,44,28,900	3.356%	2,44,28,900	3.129%
	<u>Individuals</u>				
	• Sandeep Thapliyal**	152840	0.021%	152840	0.020%
	• Arvind Bansal**	152840	0.021%	152840	0.020%
	• Kaushal Kumar Aggarwal**	152840	0.021%	152840	0.020%
	• Others	8179223	1.124%	8179223	1.048%
	<u>HUF</u>	20176	0.003%	20176	0.003%
	Sub Total (B)	8,04,32,440	11.049	13,32,16,816	17.063%
	Grand Total	72,79,49,069	100%	78,07,33,445	100%

*figure rounded off

** In accordance to the Investment Agreement with the earlier said shareholders, the said percentage is subject to change if these shareholders subscribe to the issue being separately approved by the shareholders.

All the relevant documents and disclosures shall be kept open for inspection by the Members between 10:00 A.M. to 1.00 p.m. on any working day at the Corporate Office of the Company and will also be available at the meeting.

The Board recommends the Resolution for approval of the Members as set out at item No. 1 of the Notice as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice except Managing Director & CEO whose ESOP shares are being proposed to



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Item No. 3

The members are requested to take note that Mr. Anuj Gulati was appointed as Managing Director & CEO of the Company in the Extra-Ordinary General Meeting held on February 20, 2015 for a term of 5 years from April 26, 2015 to April 25, 2020. Since his tenure is about to expire on April 25, 2020, it is proposed to re-appointment him as Managing Director & CEO of the Company for tenure of 5 years starting from April 26, 2020 subject to the approval of the shareholders of the Company and approval from Authority, on the same terms and conditions as approved by the shareholders in their Annual General Meeting held on June 27, 2019 for the financial year 2019-20 and the same was also approved by the IRDAI.

The members are further apprised that Nomination and Remuneration Committee on the basis of performance evaluation of Mr. Anuj Gulati has recommended the re-appointment of Mr. Anuj Gulati as a Managing Director & CEO for a second term of 5 (five) consecutive years on the Board of the Company from April 26, 2020 to April 25, 2025.

The Board, based on the performance evaluation of the Mr. Anuj Gulati, and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Anuj Gulati would be beneficial to the Company and it is, therefore, desirable to continue to avail his services as a Managing Director & CEO.

Since the Company is an Insurance Company, the appointment and remuneration of Key Managerial Personnel is governed by the insurance Act, 1938 and Corporate Governance Guidelines as issued by IRDAI. However, as good corporate governance, the information required as per Schedule V of the Companies Act, 2013 is as below:

I. GENERAL INFORMATION:**1. Nature of Industry:**

The Company has been incorporated with the objective of carrying on Insurance Business.

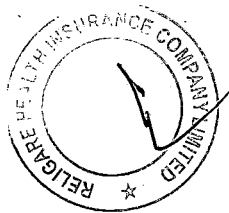
2. Date or expected date of commencement of commercial production:

The Company is engaged in the Health Insurance Business.

The Company obtained R3 license from Insurance Regulatory and Development Authority on April 26, 2012. It commenced its operations in July 2012.

3. Expected date of commencement of activities as per project approved by financial institutions:

Not Applicable



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4. Financial performance:

During the financial year 2018-19, total Gross Written Premium of the Company was Rs. 1843.27 Crores and profit (after tax) was Rs. 56.92 Crores.

5. Export performance and net foreign exchange collaborations:

During the financial year 2018-19, the Company has earned Foreign Exchange in terms of actual inflows of Rs. 16.16 Crores and the Foreign Exchange Outgo in terms of actual outflows of Rs. 19.39 Crores.

6. Foreign Investments or collaborators:

None

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Anuj Gulati, aged 46 years, is a Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore.

Mr. Anuj Gulati has over 22 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.

Mr. Anuj Gulati is responsible for setting up this business and working towards making Religare Health Insurance as one of the dominant players in the Indian Health Insurance industry. He has around 17 years of experience in the Insurance Industry.

2. Past Remuneration:

The current Remuneration and other terms and conditions have been approved by the shareholders in its meeting held earlier on June 27, 2019 and further approved by IRDAI.

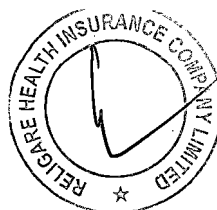
3. Recognition or Awards:

None

4. Job Profile and Suitability of the Appointee:

Mr. Anuj Gulati has around 17 years of relevant experience in the Insurance Industry. Accordingly, Mr. Anuj Gulati, with his qualifications & experiences in the Insurance industry, is best suited to the said position.

5. Remuneration Proposed:



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The current Remuneration and other terms and conditions have been approved by the shareholders in its meeting held earlier on June 27, 2019 and further approved by IRDAI. The same will be continued till any further proposal for revision.

6. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

Taking into account the future growth plans of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and invaluable contribution of Mr. Anuj Gulati in the setting up of the Company and growth of the Company, the Remuneration and other terms and conditions have been approved by the shareholders in its meeting held earlier on June 27, 2019 and further approved by IRDAI.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Mr. Anuj Gulati does not have any pecuniary relationship with the Company or with any managerial personnel except the ESOPs as per the RHICL ESOP CEO Scheme 2014 of the Company and amendments thereof and he holds shares in the Company acquired through ESOPs.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

In the last financial year 2018-19, the Company made a profit (after tax) of Rs. 56.92 Crores.

2. Steps taken or proposed to be taken for improvement:

N.A.

3. Expected increase in productivity and profits:

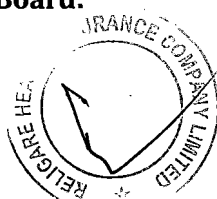
In the last financial year 2018-19, the Company made a profit (after tax) of Rs. 56.92 Crores. Since the Insurance business necessitates huge investments and costs in the initial years to start the operations, we expect that the Company will continue to make profits in the coming years.

Additional Information for seeking approval at the EGM as per the Secretarial standards

➤ **Terms and Conditions of re-appointment:**

The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.

➤ **Date of first appointment on the Board:**



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December 23, 2011

➤ **No. of meetings attended during the FY 19-20**

- Board – 5/5
- Policyholder's Protection Committee – 3/3
- Risk Management Committee – 3/3
- Investment Committee – 3/3

➤ **Shareholding in the Company**

Mr. Anuj Gulati holds 1,25,05,194 equity shares of Rs. 10/- each in the Company.

➤ **Relation with other directors, manager and other KMPs of the Company**

NIL

➤ **Directorships in other Companies**

- GAPL Agencies Private Limited
- GAPL Automotive Private Limited
- Gulati Agencies Private Limited

➤ **Memberships/ Chairmanship of other companies**

- GAPL Automotive Private Limited
- Gulati Agencies Private Limited
- S C GULATI & SONS – HUF

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed resolution, except Mr. Anuj Gulati to the extent of his re-appointment.

Item No. 4

The members are requested to take note that it is proposed to remove the Religare Enterprises Limited's obligation to Buyback the ESOPs from the CEO from the RHICL ESOP CEO SCHEME 2014. In this regard, the Company is required to amend the Policy i.e. RHICL ESOP CEO SCHEME 2014 and give effect to the aforesaid transaction.

Further, the members are apprised that the shareholders in their Extra-Ordinary General meeting held on November 06, 2018 had authorized Nomination & Remuneration Committee ('NRC') to make modifications, changes, variations, alterations or revisions in Revised ESOP CEO 2014.



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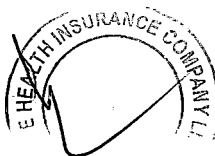


In light of the above authorization vested to NRC, the NRC has approved to grant of ESOPs upto the overall limit under Category 1 of RHICL ESOP CEO SCHEME 2014. Accordingly, the said ESOPs were granted to the CEO under the said scheme under Category 1.

However, as a matter of good corporate governance, it was decided to ratify the act of Nomination & Remuneration Committee and proposed to revise the RHICL ESOP CEO SCHEME 2014 through proposed Amendment No. 3 to Religare Health Insurance CEO Stock Option Scheme 2014" (Amendment No. 3 CEO) ("RHICL ESOP CEO 2014 read with Amendment No. 3 CEO termed as "Revised ESOP CEO 2014").

The main variations in the Revised ESOP CEO 2014 are as under:

S.no.	Heading	Details
a)	In case of variation of terms of Employees Stock Option Scheme: <ul style="list-style-type: none"> Variation 	Certain variations are being proposed in the existing scheme Religare Health Insurance CEO Stock Option Scheme 2014 ("RHICL ESOP CEO 2014") which are detailed as under: <ol style="list-style-type: none"> Existing Clause 6.1 (i) of the Scheme be omitted and substituted to read as follows: <ol style="list-style-type: none"> Category 1 Options: Options up to 6% (six percent) of the Fully Diluted Share Capital may be granted which includes Options to compensate surrender of Options already issued to him under the Religare Health Insurance Employee Stock Option Scheme 2010, subject to terms and conditions mentioned in this Scheme; Existing Clause 9.6. (1 & 2) of the Scheme stands omitted. The remaining terms conditions and clauses of the Scheme shall remain valid and operation.
	<ul style="list-style-type: none"> Rationale 	In order to bring consistency in the overall ESOP policy of the Religare Health Insurance CEO Stock Option Scheme 2014, the abovementioned changes have been proposed.
	<ul style="list-style-type: none"> Details of the employees who are beneficiaries of such variation: 	CEO is the beneficiary. Currently, Mr. Anuj Gulati is the beneficiary of the scheme.


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Religare Health Insurance Company Limited

Regd. Office: 5th Floor, 19 Chawla House, Nehru Place, New Delhi-110019

Corp. Office: Vipul Tech Square, Tower, C, 3rd Floor, Golf Course Road, Sec-43, Gurugram-122009 (Haryana)


 EMERGING ASIA
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ISO 22301:2012

IRDA Regn. No. 148

CIN: U66000DL2007PLC161503

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution, except to the extent of the Options/shares that may be offered to Mr. Anuj Gulati, Managing Director & CEO.

Item No. 5

The members are requested to take note that the Company intends to adopt a name that has a defined category relevance and resonates an association of trust with the customers. In this regard, the Board of Directors evaluated various name options for the Company and after considerable deliberation arrived at a consensus and chose 'Care Health Insurance Limited' as preferred name for the Company.

Subsequently, the Company has filed the necessary form with MCA for name reservation which was approved by the ROC.

Furthermore, as per the provisions of Companies Act, 2013, the approval of the members is required to change the name of the Company. It is also propose that the name change usage date and time be decided by authorised signatories of the Company as mention in the resolution as set out in Item no. 5 of this Notice.

Therefore, the Board recommends the resolution for approval of the Members as set out at item No. 5 of the Notice as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Gurugram

Date: February 18, 2020


Pratik Kapoor
 Company Secretary



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RELIGARE HEALTH INSURANCE COMPANY LIMITED

Registered Office: 5TH FLOOR, 19, CHAWLA HOUSE, NEHRU PLACE, NEW DELHI-110019

Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall

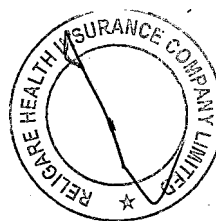
ATTENDANCE SLIP FOR (RHICL EGM No. 02/2019-20) EXTRA-ORDINARY GENERAL MEETING

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company held on Friday, March 13, 2020 at 10.00 am at Vipul Tech Square, Tower C, 3rd Floor, Sector-43, Golf Course Road, Gurugram-122009.

Ledger Folio No. :	
DP ID No. :	
Client ID No. :	
No. of shares held:	
Name and address of the Shareholder(s)	
If Shareholder(s), please sign below:	If proxy, please sign below:

Notes:

1. Please sign this attendance slip and hand over at the attendance verification counter at the meeting venue.
2. Only shareholders of the company and/ or their proxy will be allowed to attend the meeting.



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RELIGARE HEALTH INSURANCE COMPANY LIMITED
Registered Office: 5TH FLOOR, 19, CHAWLA HOUSE, NEHRU PLACE, NEW DELHI-110019

PROXY FORM

CIN: U66000DL2007PLC161503
NAME OF COMPANY: Religare Health Insurance Company Limited
REGISTERED OFFICE ADDRESS: 5th Floor, 19, Chawla House, Nehru Place,
 New Delhi-110019

Name of member(s):
 Registered Address:
 Email Id:
 Folio No./ Client ID No. :
 DP ID No. :

I/We, being a member(s) of _____ shares of the abovementioned company
 hereby appoint

1. Name:
 Address:
 Email Id:
 Signature:....., or failing him
2. Name:
 Address:
 Email Id:
 Signature:....., or failing him
3. Name:
 Address:
 Email Id:
 Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
 Extraordinary General Meeting of the Company, to be on held on Friday, March 13, 2020 at
 10.00 am at, Vipul Tech Square, Tower C, 3rd Floor, Sector-43, Golf Course Road, Gurugram-
 122009 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION(S):
www.religarehealthinsurance.com
Religare Health Insurance Company Limited

Regd. Office: 5th Floor, 19 Chawla House, Nehru Place, New Delhi-110019

Corp. Office: Vipul Tech Square, Tower, C, 3rd Floor, Golf Course Road, Sec-43, Gurugram-122009 (Haryana)

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No.	Particulars	For	Against
1	To approve issue of Private placement/ Preferential allotment of Equity shares to M/s Trishikhar Ventures LLP		
2	To approve private placement allotment of Equity shares to few of the existing shareholders		
3	To approve the re-appointment of Mr. Anuj Gulati as a Managing Director & CEO		
4	To approve Amendment No. 3 to Religare Health Insurance CEO Stock Option Scheme 2014		
5	To change the name of the Company		

Signed this day of 2020

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxyholder(s)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.


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ROUTE MAP



Religare Health Insurance Company Limited
Venue: Vipul Tech Square, Tower C, 3rd floor, Sector- 43, Golf
Course Road, Gurugram- 122 009



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✉ customerfirst@religarehealthinsurance.com | ☎ 1800-102-4488 / 1860-500-4488



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