



## NOTICE

Notice is hereby given that an Extra - Ordinary General Meeting (bearing No. 2/2021 - 2022) of the members of Medi Assist Healthcare Services Limited will be held on Wednesday, 14th April, 2021 at 17:00 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029 to transact the following business at a shorter notice:

### **SPECIAL BUSINESS**

1. To make payment of one-time incentive to Mr. Satish V N Gidugu (DIN: 06643677), Whole Time Director Cum Chief Executive Officer.

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), Article of Association of the Company as amended from time to time, and the Employee Incentive Plan of the Company, the consent of the members of the Company be and is hereby accorded for payment of one-time incentive for an amount \_\_\_\_\_

\_\_\_\_\_ to Mr. Satish V N Gidugu (DIN: 06643677) Whole time Director cum Chief Executive Officer of the Company as part of remuneration, on the principal terms and conditions as set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to vary, the terms and conditions of the said payment, in such manner, as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT** the said one-time incentive being paid for an amount not exceeding of \_\_\_\_\_

\_\_\_\_\_ Mr. Satish V N Gidugu (DIN: 06643677), Whole time Director cum Chief Executive Officer be reimbursed by participating selling shareholders of the Company as per the Employee Incentive Plan to recognize and reward the efforts and contributions made by him for the performance of the Company, upon successful completion of the Company's initial public offering.

**Medi Assist Healthcare Services Limited**

CIN – U74900KA2000PLC027229

**Registered Office :** Tower "D", 4<sup>th</sup> Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029.

Phone : +91 - 80 - 6919 0000. Email : ask@mediassist.in web : www.mediassist.in



**RESOLVED FURTHER THAT** Dr. Vikram Jit Singh Chhatwal Chairman and Whole time Director of the Company and Ms. Megha Matoo, Chief Compliance Officer and Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the aforementioned resolution.

**By the Order of the Board  
For Medi Assist Healthcare Services Limited**



**Date: 09th April, 2021**

**Place: Bangalore**

**Megha Matoo,  
Chief Compliance Officer and Company  
Secretary  
Membership No: F10665  
Address: #26, Indian Express Layout  
Vidyaranyapura Post Bangalore 560097**

## NOTES:

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
- The instruments of form in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than Forty Eight hours before the commencement of the meeting.
- A proxy form (MGT-11) is sent herewith. The meeting is being convened at shorter notice with the consent of the members by virtue of the proviso to section 101(1) of the Companies act, 2013.
- Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra - Ordinary General Meeting.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto.
- All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by members on all working days, except Sundays and public holidays, during the business hours of the Company prior to the date of the Extra-ordinary general meeting and will also be available for inspection at the meeting.
- The Notice is being sent to all the Members whose names appear in the records of the Company as on 09th April, 2021. Participation through electronic mode is not available.
- Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Members are requested to immediately inform the Company of their change of address.
- All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra-ordinary General Meeting of the Company.

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## ANNEXURE TO NOTICE:

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

#### ITEM NO. 1

To recognize and reward the efforts and contributions of certain key employees of the Company and the employees of its subsidiary, Medi Assist Insurance TPA Private Limited ("Subsidiary") for the performance of the organization, upon successful completion of the Company's initial public offering, few selling shareholders of the Company shall reimburse an amount to the Company for payment to Eligible employees as per the Employee Incentive Plan as approved by the Nomination and Remuneration Committee and the Board.

It is proposed to make payment of one time incentive for an amount not exceeding [REDACTED]

[REDACTED] to Mr. Satish V N Gidugu (DIN: 06643677), Whole time Director cum Chief Executive Officer to recognize and reward the efforts and contributions made by him for the performance of the organization.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Satish V N Gidugu, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Satish V N Gidugu, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission including said Incentive Remuneration as specified above in accordance with applicable law.

Members are requested to note that in terms of provisions of the Act including Section 196, 197 read with Schedule V, the said payment of remuneration requires approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution for approval of the Members of the Company.

Other than Mr. Satish V N Gidugu, none of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.



Pursuant to recommendations of the Nomination and Remuneration committee your Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

**By the Order of the Board  
For Medi Assist Healthcare Services Limited**



**Date: 09th April, 2021**

**Megha Matoo,  
Chief Compliance Officer and Company  
Secretary**

**Place: Bangalore**

**Membership No: F10665**

**Address: #26, Indian Express Layout  
Vidyaranyapura Post Bangalore 560097**

**ATTENDANCE SLIP**

EXTRA-ORDINARY GENERAL MEETING (BEARING NO. 2/2021 - 2022) OF THE MEMBERS OF MEDI ASSIST HEALTHCARE SERVICES LIMITED ON WEDNESDAY, 14th April, 2021 AT 1700 HRS. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER "D", 4<sup>TH</sup> FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE - 560 029.

CIN	U74900KA2000PLC027229
Name of the Company	MEDI ASSIST HEALTHCARE SERVICES LIMITED
Office	"TOWER "D", 4 <sup>TH</sup> FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE - 560029".

Regd. Folio No. \_\_\_\_\_ / DP ID \_\_\_\_\_ Client Id / Ben. A/C \_\_\_\_\_ No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Extra - Ordinary General Meeting (bearing No. 2/2021 - 2022) of the Company to be held on Wednesday, 14th April, 2021 at 1700 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029.

\_\_\_\_\_  
Member's/Proxy's name in Block letters

\_\_\_\_\_  
Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

**MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

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

Registered Address : .....

E-mail id : .....

Folio No. / Client ID No.: ..... DP ID

No.....

I/ We, being the member(s) of \_\_\_\_\_ hereby appoint

1. Name:.....

E-mail .....

Address:.....

Signature .....

Or failing him

2. Name:.....

E-mail .....

Address:.....

Signature.....

Or failing him

3. Name:.....

E-mail .....

Address:.....

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General Meeting (bearing No. 2/2021 - 2022) of the Company to be held on Wednesday, 14th April, 2021 at 1700 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To make payment of one-time incentive to Mr. Satish V N Gidugu (DIN: 06643677), Whole Time Director Cum Chief Executive Officer

Signed this \_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature of shareholder  
holder(s)

\_\_\_\_\_  
Signature of Proxy

Affix  
Revenue  
Stamp

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

## ROUTE MAP

