

Date: March 23, 2022

Place: Chennai

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 please find enclosed, the Postal Ballot Notice (“*the Notice*”) dated March 22, 2022 along with Explanatory Statement seeking the Members approval for the business set out in the Notice through remote e-voting process and the calendar of events for the postal ballot process .

The Notice is being sent to the Members whose names appear on the Register of Members as on March 18, 2022 (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 voting through Postal Ballot e-voting shall commence from 10:00 A.M. (IST) on Friday, March 25, 2022 and shall end at 5:00 P.M. (IST) on Saturday, April 23, 2022.

The results of the Postal Ballot (including e-voting) along with the Scrutinizer's report shall be announced on or before 5:00 P.M. (IST) on Monday, April 25, 2022.

The aforementioned Notice is also being made available on the Company’s website at www.starhealth.in

Kindly take the same on record.

Thanking you,

For Star Health and Allied Insurance Company Limited,

Jayashree Sethuraman,
Company Secretary & Compliance Officer

Calendar of Events for Postal Ballot Process

SI No	Particulars	Date
1	Date of consent by scrutinizer to act as Scrutinizer	21.03.2022
2	Approval of the Board for appointment of Scrutinizer and approving Draft Notice of Postal Ballot	22.03.2022
3	Cut -off date for determining shareholders to whom postal Ballot notice will be sent	18.03.2022
4	Intimation to Stock Exchange about Postal Ballot and Calendar of Events	23.03.2022
5	Newspaper Advertisement	24.03.2022
6	Date of completion of dispatch of notice	24.03.2022
7	Commencement of E-Voting	25.03.2022
8	End date of E-voting	23.04.2022
9	Scrutinizers Report to Chairman	25.04.2022
10	Declaration of Results by Chairman	25.04.2022
11	Intimation of voting results to Stock Exchanges	25.04.2022

Thanking you,

For Star Health and Allied Insurance Company Limited,

Jayashree Sethuraman,
Company Secretary & Compliance Officer



STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

(CIN: L66010TN2002PLC056649) (IRDA REGN. NO.129)

Regd Office:#1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai-34

Tel:044-28288800 Website: www.starhealth.in Email: investors@starhealth.in

Dear Member(s),

POSTAL BALLOT (BY ELECTRONIC MEANS) NOTICE

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (*“the Act”*) and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable Rules there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs (*“MCA Circulars”*), relevant provisions of the SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015, Secretarial Standard-2 (SS-2) on General Meetings and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by members of Star Health And Allied Insurance Company Limited (*“the Company”*) through postal ballot (By Electronic Means) (*“the Postal ballot”*) /electronic voting (*“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 a.m. IST on Friday, March 25, 2022 and not later than 5:00 p.m. IST on Saturday, April 23, 2022 (the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS

Item No. 1– Revision in remuneration of Dr S Prakash, Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and the Regulations and guidelines of the Insurance Regulatory and Development Authority of India (IRDAI), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of IRDAI, the approval of the shareholders of the Company be and is hereby accorded to pay Dr S Prakash, Managing Director, annual remuneration as specified in **Annexure I** for the services rendered by him, till further consideration by the Board from time to time on the existing terms and conditions as approved by the Board and by the shareholders at their Meeting dated November 6, 2019 and December 2, 2020 held prior to listing.”

“RESOLVED FURTHER THAT the revision in remuneration shall take effect from April 1, 2021 subject to approval of IRDAI.”

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



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Item No. 2– Revision in remuneration of Mr. Anand Roy, Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and the Regulations and guidelines of the Insurance Regulatory and Development Authority of India (IRDAI), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of IRDAI, the approval of the shareholders of the Company be and is hereby accorded to pay Mr. Anand Roy, Managing Director, annual remuneration as specified in **Annexure II** for the services rendered by him, till further consideration by the Board from time to time on the existing terms and conditions as approved by the Board and by the shareholders at their Meeting dated November 6, 2019 and December 2, 2020 respectively , held prior to listing.”

“**RESOLVED FURTHER THAT** the revision in remuneration shall take effect from April 1, 2021 subject to approval of IRDAI.”

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

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

Sd/-

Jayashree Sethuraman
Company Secretary
Membership No A55099

Place: Chennai
Date: March 22, 2022



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

Item 1 and 2

The members of the Company had approved the remuneration of Dr.S.Prakash and Mr. Anand Roy (“Managing Directors”) in the Extra- Ordinary General Meetings held on November 6, 2019 and December 2, 2020 with an annual increment of 25% for each of the Managing Directors for a period of 3 years.

During the Financial Year 2020-21, the country faced the first wave of Covid and there were restrictions due to lock down, however, the Managing Directors strategically planned Work From Home and arranged all IT infrastructure delivered at the home of the employees and with the help of the IT team ensured seamless functions of the company across its departments – be it marketing, underwriting, claims, investment, accounting or grievance redressal.

In the Financial Year 2021-22 the country witnessed the second wave of Covid which also resulted in lock down for a couple of months across the country. In many places there were oxygen shortages which resulted in a huge number of claims being reported within a short period of time. The Managing Directors pressed all the resources into service, at the same time adhering to the stringent deadline imposed by the Regulatory authorities on approval of claims within 90 minutes of reporting. During this phase, many of the branch, zonal offices could not be operated and resources were functioning from remote locations. The entire operations were planned, organised and managed through virtual calls to ensure that the clients would not be put to difficulties.

The Managing Directors are entitled to 25% increment in their salary for the Financial Year 2021-22, which fell due from April 1, 2021. But due to the Covid related issues, though the employees of the organization were given salary increments, the Managing Directors’ increment was not taken up during the pandemic.

In the meantime, the company submitted the-necessary application for its Initial Public Offering and its equity shares were listed on December 10, 2021. During the period from filing the offer documents till listing, the Managing Directors, during the work from home scenario, efficiently and seamlessly managed the activities including providing large volumes of data to the consultants and merchant bankers in order to conclude the IPO process. Further, to maintain solvency, they strategically planned and issued debt securities during the period.

Considering their service to the company in developing new products catering to the Covid needs, marketing the products during the pandemic and handling numerous claims reported during the year and the effort that went into getting the company’s shares listed, the Nomination and Remuneration Committee had in its meeting, evaluated their performance under the following broad headings and recommended to the Board, grant of increment for the Financial Year 2021-22. The same had been approved by the Board in its meeting held on February 11, 2022.

- a. Solvency Margin
- b. Business growth,
- c. Investment growth and income,
- d. Grievance redressal and compliance
- e. Expenses of Management,
- f. Claims Management,
- g. Grievances redressal and
- h. Overall compliance of applicable statutes.

On all parameters, the Nomination and Remuneration Committee and Board of Directors in their meeting on February 11, 2022 considered the Managing Directors ‘exemplary involvement and recommended revision in remuneration to the Shareholders.



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The difference between the existing and the proposed remuneration is annexed to the notice as Annexure I and Annexure II for Dr S Prakash and Mr. Anand Roy, Managing Directors respectively.

I. General information:		
Nature of industry		Insurance
Date of Commencement of Operation		17.05.2006
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		NA
Financial performance based on given indicators		FY 2020-21 (Rs. in Crores) GWP : Rs.9388.54 PAT : Rs. (1085.71) Solvency: 2.22x
Foreign investments or collaborations, if any.		Nil
II. Information about the appointee:		
Name	Dr S Prakash	Mr. Anand Roy
(1) Background details	<p>Dr. Prakash Subbarayan, a passionate medical doctor who became a Managing Director of a leading Health Insurance Company for the first time in India. He is the first of its kind to have 2 decades of clinical experience from India & Overseas and having more than a decade of experience in Health Insurance.</p> <p>As a Managing Director of Star Health Insurance, he is making commendable contributions for the progress of STAR Health Insurance through the synergy of 12000 plus network hospitals and diagnostic centres in India. During the past 12 years of his tenure, he grew from Medical Director, Executive Director, Chief Operating Officer, to Joint Managing Director and now elevated as a Managing Director.</p> <p>He heads the product innovations in STAR Health by introducing exclusive health policies for Senior Citizens and for people living with Cancer, Diabetes, Cardiac Ailments, and Autism Spectrum Disorders, etc. He is also the Chief Editor of the quarterly in-house Health Magazine, a visible testimony to his multi-dimensional personality.</p> <p>He has played a key role in implementing Mass Health Insurance Schemes like the Aarogyasri in the State of Andhra Pradesh and The Chief Minister's Health Insurance Scheme for Life-Threatening Ailments in the State of Tamil</p>	<p>Anand Roy holds multi-dimensional responsibilities being the Managing Director of Star Health. He oversees important functions like Business Development, Marketing, IT, Products, Publicity, Actuarial, HR and Investments.</p> <p>He has been associated with Star Health since its inception in 2006, Anand has led the organisation into becoming India's leading Standalone Health Insurance provider which remains on the path of growth consistently.</p> <p>Anand 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 Institute (IMI), New Delhi and a Commerce Graduate from Loyola College, Chennai</p>



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	<p>Nadu covering 12 Cr people. He has created an interactive platform between the Insurance Company and Hospitals under the aegis “Progress through Synergy” to develop a symbiotic relationship between Payer and Provider. An initiative that has contributed to the welfare of the healthcare ecosystem.</p> <p>He holds an M.B.B.S from Thanjavur Medical College (1984-1989), along with an M.S (General Surgery) from Madras Medical College (1993-1996) and F.R.C.S (Glasgow) from the Royal College of Physicians & Surgeons of Glasgow, U.K (2000).</p>	
(2) Past remuneration	Rs. 5,32,50,046/-	Rs. 5,32,34,546/-
(3) Recognition or awards	Nil	Nil
(4) Job profile and his suitability	<p>Dr S Prakash as a Managing Director of Star Health Insurance, has been making commendable contributions for the progress of Company. He joined the Company as Medical Director and was elevated as a Managing Director. He has played a key role in implementing Mass Health Insurance Schemes like the Aarogyasri in the State of Andhra Pradesh and The Chief Minister’s Health Insurance Scheme for Life-Threatening Ailments in the State of Tamil Nadu covering 12 Cr people. He has created an interactive platform between the Insurance Company and Hospitals under the aegis “Progress through Synergy” to develop a symbiotic relationship between Payer and Provider. An initiative that has contributed to the welfare of the healthcare ecosystem.</p>	<p>Mr. Anand Roy oversees important functions like Business Development, Marketing, IT, Products, Publicity, Actuarial, HR and Investments.</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. 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 and banking sectors which includes associations with leading organisations like ICICI Lombard and American Express.</p>
(5) Remuneration proposed	Annexure I	Annexure II
(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)	<p>As approved by IRDAI</p> <p>Considering the responsibility shouldered 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.</p>	<p>As approved by IRDAI</p> <p>Considering the responsibility shouldered 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.</p>
(7) Pecuniary relationship directly or indirectly with the company, or	Nil	Nil



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relationship with the managerial personnel, if any.	
III. Other information:	
(1) Reasons of loss or inadequate profits	<p>The following matters had significant impact on the financial results of FY 2020-21.</p> <ul style="list-style-type: none"> i) Change in accounting policy for provisioning of Unearned Premium Reserve (UPR from 50% method to 1/365 method. The change in accounting policy necessitated reduction in total premium (net). ii) The discontinuance of reinsurance voluntary quota share treaty (VQST) on a clean cut basis. The same had a onetime impact of reduction of net premium on account of portfolio entry without corresponding portfolio withdrawal.
(2) Steps taken or proposed to be taken for improvement	The loss in FY 2020-21 was due to certain matters stated above that had a onetime impact on the financial results of the company. The Company would focus on growth of business and procurement of premium.
(3) Expected increase in productivity and profits in measurable terms	The Company would focus on growth of business and procurement of premium.

DETAILS REQUIRED AS PER SECRETARIAL STANDARD (SS2)

NAME OF THE DIRECTOR	Dr S Prakash
Age	52
Qualification	MBBS,M.S FRCS (U.K) FAIS
Experience	<p>Dr. Prakash Subbarayan, a passionate medical doctor who became a Managing Director of a leading Health Insurance Company for the first time in India. He is the first of its kind to have 2 decades of clinical experience from India & Overseas and having more than a decade of experience in Health Insurance.</p> <p>As a Managing Director of Star Health Insurance, he is making commendable contributions for the progress of STAR Health Insurance through the synergy of 12000 plus network hospitals and diagnostic centres in India. During the past 12 years of his tenure, he grew from Medical Director, Executive Director, Chief Operating Officer, to Joint Managing Director and now elevated as a Managing Director.</p> <p>He heads the product innovations in STAR Health by introducing exclusive health policies for Senior Citizens and for people living with Cancer, Diabetes, Cardiac Ailments, and Autism Spectrum Disorders, etc. He is also the Chief Editor of the quarterly in-house Health Magazine, a visible testimony to his multi-dimensional personality.</p> <p>He has played a key role in implementing Mass Health Insurance Schemes like the Aarogyasri in the State of Andhra Pradesh and The Chief Minister’s Health Insurance Scheme for Life-Threatening Ailments in the State of Tamil Nadu covering 12 Cr people. He has created an interactive platform between the Insurance</p>



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	<p>Company and Hospitals under the aegis “Progress through Synergy” to develop a symbiotic relationship between Payer and Provider. An initiative that has contributed to the welfare of the healthcare ecosystem.</p> <p>He holds an M.B.B.S from Thanjavur Medical College (1984-1989), along with an M.S (General Surgery) from Madras Medical College (1993-1996) and F.R.C.S (Glasgow) from the Royal College of Physicians & Surgeons of Glasgow, U.K (2000).</p>
Remuneration last drawn	Rs. 5,32,50,046/-
Date of first appointment	December 16,2019
Shareholding details	0.18%
Relationship with other Directors/KMP	NA
No of Board Meeting attended during the year (FY 2021-22)	18
Details of other Directorship, membership/ Chairmanship of other Boards	NA

NAME OF THE DIRECTOR	Mr. Anand Roy
Age	43
Qualification	B.COM.,PGDBA
Experience	<p>Anand Roy holds multi-dimensional responsibilities being the Managing Director of Star Health. He oversees important functions like Business Development, Marketing, IT, Products, Publicity, Actuarial, HR and Investments.</p> <p>He has been associated with Star Health since its inception in 2006, Anand has led the organisation into becoming India’s leading Standalone Health Insurance provider which remains on the path of growth consistently.</p> <p>Anand 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 Institute (IMI), New Delhi and a Commerce Graduate from Loyola College, Chennai</p>
Remuneration last drawn	Rs. 5,32,34,546/-
Date of first appointment	December 16,2019
Shareholding details	0.16%
Relationship with other Directors/KMP	NA
No of Board Meeting attended during the year (FY 2021-22)	18



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Details of other Directorship, membership/ Chairmanship of other Boards	NA
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Interest of Directors and KMP:

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolutions, except Dr S Prakash in Item No.1 and Mr. Anand Roy in Item No.2 in their respective resolutions.

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

Sd/-

Jayashree Sethuraman
Company Secretary
Membership No A55099

Place: Chennai
Date :March 22, 2022



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ANNEXURE 1

Details of Remuneration of the Chief Executive / Managing Director – Dr. S Prakash

(in Rupees)

Remuneration Etc (1)	Existing (2)	Proposed (3)
A. REMUNERATION	Per annum	Per annum
1. Salary	2,30,10,000	2,89,12,500
2. Dearness Allowance	-	-
3. House rent allowance	1,52,35,000	1,90,93,750
4. Conveyance allowance	20,000	20,000
5. Entertainment allowance	-	-
6. Other allowances, if any (please specify)	-	-
a. Other allowances	3,66,704	7,53,400
b. Medical allowance	15,000	15,000
B. PERQUISITES		
1. Free furnished house	-	-
2. Free use insurance company's car for		
i. Official purposes	Yes	Yes
ii. For private purposes on compensating the company with suitable amount	No	No
3. Provident Fund / Gratuity / Pension	13,00,896	13,00,896
4. Traveling and Halting Allowance	No	No
5. Medical benefits (Domiciliary Treatment (self, spouse, children and parent))	Yes 2,00,000	Yes 2,00,000
6. Other benefits, if any (please specify)		
Driver Salary	4,19,400	5,70,000
Conveyance Reimbursement	-	-
Gym Membership	-	-
Club Membership	19,500	20,000
LTA (one in two years)	1,50,000	1,50,000
Insurance Benefit		
GMC (sum insured) – 3,00,000/-	9,482	10,000
GTLO (sum insured) – 20,00,000/-	3,304	4,000
GPA (sum insured) – 20,00,000/-	260	500
C. BONUS		
1. Performance Bonus	1,25,00,000	1,55,00,000
2. Annual Bonus	-	-
3. Employee Stock Options *	33,60,746	-
4. any other incentive	-	-
TOTAL	5,32,50,046	6,65,50,046



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Note:

33,60,746 Employee Stock Options was granted on 06th August 2019 and the vesting schedule of the same is as follows:

ESOP Vesting Schedule	
No. of shares already vested during the 1 year @ 05.08.2020	6,72,149
No. of shares already vesting during the 2 year @ 05.08.2021	6,72,149
No. of shares vesting during the 3 year @ 05.08.2022	6,72,149
No. of shares vesting during the 4 year @05.08.2023	6,72,149
No. of shares vesting during the 5 year@ 05.08.2024	6,72,150
Total No. of shares	33,60,746

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ANNEXURE 11

Details of Remuneration of the Chief Executive / Managing Director – Anand Roy

(in Rupees)

Remuneration Etc (1)	Existing (2)	Proposed (3)
D. REMUNERATION	Per annum	Per annum
1. Salary	2,27,50,000	2,85,87,492
2. Dearness Allowance	-	-
3. House rent allowance	1,50,52,615	1,88,58,769
4. Conveyance allowance	20,000	20,000
5. Entertainment allowance	-	-
6. Other allowances, if any (please specify)	-	-
c. Other allowances	3,09,585	4,83,885
d. Medical allowance	15,000	15,000
E. PERQUISITES		
1. Free furnished house	-	-
2. Free use insurance company's car for		
iii. Official purposes	Yes	Yes
iv. For private purposes on compensating the company with suitable amount	No	No
3. Provident Fund / Gratuity / Pension	15,00,900	15,00,900
4. Traveling and Halting Allowance	No	No
5. Medical benefits (Domiciliary Treatment (self, spouse, children and parent))	Yes 2,00,000	Yes 2,00,000
6. Other benefits, if any (please specify)		
Driver Salary	4,19,400	5,70,000
Conveyance Reimbursement	2,40,000	5,70,000
Gym Membership	28,000	28,000
Club Membership	36,000	36,000
LTA (one in two years)	1,50,000	1,50,000
Insurance Benefit		
GMC (sum insured) – 3,00,000/-	9,482	10,000
GTLO (sum insured) – 20,00,000/-	3,304	4,000
GPA (sum insured) – 20,00,000/-	260	500
F. BONUS		
1. Performance Bonus	1,25,00,000	1,55,00,000
2. Annual Bonus	-	-
3. Employee Stock Options *	33,60,746	-
4. any other incentive	-	-
Total	5,32,34,546	6,65,34,546



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No. of shares already vested during the 1 year @ 05.08.2020	6,72,149
No. of shares already vesting during the 2 year @ 05.08.2021	6,72,149
No. of shares vesting during the 3 year @ 05.08.2022	6,72,149
No. of shares vesting during the 4 year @05.08.2023	6,72,149
No. of shares vesting during the 5 year@ 05.08.2024	6,72,150
Total No. of shares	33,60,746



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NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, setting out material facts concerning the Resolutions, is given above.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 18, 2022 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Board of Directors vide its resolution dated March 22, 2022 has appointed Mr. Mirza Ismail Irshad Ahmed Practising 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.
4. All the material documents referred in Explanatory Statements shall be available for inspection through electronic mode, basis the request being sent by Members on email id: investors@starhealth.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. KFin Technologies Limited (formerly known as KFin Technologies Private Limited) the Registrar and Share Transfer Agent (“RTA/KFin/KFintech”). The Members holding shares in electronic form may send such communication to their respective Depository Participant/s (DPs).
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. As an eco-friendly measure intending to benefit the society at large, we request you to be part of e-initiatives of the Company and register your e-mail ID to receive all communications and documents including Annual Reports from time to time in electronic form to the e-mail ID provided by you. Members holding shares in electronic form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to KFin.
8. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Section 108 of the Act and the Rules made thereunder, the Company has engaged KFin as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The detailed procedure for Voting through electronic means (“e-voting”) is appended in the Notes to Notice. The e-voting shall commence at 10.00 A.M. on Friday, March 25, 2022.
9. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered e-mail IDs are being sent this Notice of Postal Ballot by e-mail.



STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

(CIN: L66010TN2002PLC056649) (IRDA REGN. NO.129)

Regd Office:#1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai-34

Tel:044-28288800 Website: www.starhealth.in Email: investors@starhealth.in

10. Postal Ballot Notice can be downloaded from the Company's website i.e. www.starhealth.in
11. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote before 5.00 p.m. on Saturday April 23, 2022. Assent/Dissent received after this, shall be treated as if reply from member has not been received. In case a Member has any queries or grievances regarding e-voting he or she may send mail to investors@starhealth.in
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on and a person who is not a Member as on the record date should treat this Notice for information purposes only.
14. Information as required under SEBI LODR Regulations & Schedule V of Companies Act, in respect of the special business forming part of the Notice of Postal Ballot by electronic means is furnished in the above Explanatory Statement and forms part of the Notice.
15. The Scrutiniser's decision on the validity of the vote shall be final.
16. Once the vote on a resolution stated in this Notice is cast by shareholder through Remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.
17. The Scrutinizer will submit his report to the Chairman/Director after the completion of scrutiny, and the Results will be declared by the Company within 48 hours of the closing of e-voting period on its website www.starhealth.in and communicated to the Stock Exchanges, where the shares of the Company are listed.

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

The Company has engaged the services of KFintech the Agency, to provide facility for remote e-voting.

The e-voting period commences on Friday, March 25, 2022 at 10:00 A.M. and ends on Saturday April 23, 2022 at 5:00 P.M. During this period members may cast their vote electronically. The e-voting module will be disabled for voting after 5:00 P.M. on Saturday April 23, 2022.

Once the vote on a resolution is cast by the member, it will not be allowed to change it subsequently.

The Details and the process and manner for remote e-voting are explained herein below:

- I. Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.



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II. Access to KFintech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode

I. 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	1. Users already registered for IDeAS facility
	i). Visit URL: https://eservices.nsdl.com ii). Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii). On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv). Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services
	i). To register click on link : https://eservices.nsdl.com ii). Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp iii). Proceed with completing the required fields. iv). Follow steps given in points 1
	3. Alternatively by directly accessing the e-Voting website of NSDL
	Open URL: https://www.evoting.nsdl.com/ i). Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ii). A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iii) . Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period



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Individual Shareholders holding securities in demat mode with CDSL	1.Existing user who have opted for Easi / Easiest
	i). Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii). Click on New System Myeasi iii). Login with your registered user id and password. iv). The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v). Click on e-Voting service provider name to cast your vote
	2. User not registered for Easi/Easiest
	i). Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii). Proceed with completing the required fields. iii). Follow the steps given in point 1
	3.Alternatively, by directly accessing the e-Voting website of CDSL
	i). Visit URL: www.cdslindia.com ii). Provide your demat Account Number and PAN No. iii). System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv). After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	i). You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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



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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

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

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

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Star Health and Allied Insurance Company Limited (Postal Ballot)’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.



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- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer’s email id cs.irshad@irshadandassociates.in with a copy marked to evoting@kfintech.com .The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

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

- i. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: [https:// karisma.kfintech.com/emailreg](https://karisma.kfintech.com/emailreg). Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. 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 Notice of Postal Ballot and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means

Please read all the instructions carefully before participating in voting electronically. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFintech website for e-voting: <https://evoting.kfintech.com> or contact KFintech, (Unit: Star Health and Allied Insurance Company Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail Mr. Veeda Raghunath raghu.veedha@kfintech.com at phone no. 1-800-309-4001 (toll free)

Thanking You,
Yours sincerely
For **Star Health and Allied Insurance Company Limited**

Sd/-

Jayashree Sethuraman
Company Secretary & Compliance Officer