

Date: August 28, 2023

Place: Chennai

Ref: SHAI/B & S/SE/ 107/2023-24

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 the 18th Annual General Meeting (“AGM”) of the Company

Pursuant to Regulation 30, 34 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Notice of the 18th AGM of Star Health and Allied Insurance Company Limited scheduled to be held on **Wednesday, September 20, 2023 at 16:00 Hrs (IST)** through Video Conference/Other Audio-Visual Means. The said Notice forms part of the 18th Annual Report of the Company for the Financial Year 2022-23.

The Notice of the AGM is also available at the website of the Company at www.starhealth.in

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

Kindly take the same on record.

Thanking you,

For Star Health and Allied Insurance Company Limited,

**Jayashree Sethuraman,
Company Secretary & Compliance Officer**

Calendar of Events for AGM

S. No.	Particulars	Date
1.	Date for determining shareholders to whom AGM notice will be sent	25.08.2023
2.	Date of consent by scrutinizer to act as Scrutinizer	25.08.2023
3.	Approval of the Board for approving Draft Notice of AGM	25.08.2023
4.	Intimation to Stock Exchange about Notice of AGM and Calendar of Events	28.08.2023
5.	Date of completion of dispatch of notice	29.08.2023
6.	Newspaper Advertisement	29.08.2023
7.	Shareholders entitled to avail the facility of remote e-voting (Cut-off date)	15.09.2023
8.	Commencement of E-Voting	17.09.2023
9.	End date of E-voting	19.09.2023
10.	Scrutinizers Report to MD & CEO	21.09.2023
11.	Declaration of Results by MD & CEO	21.09.2023
12.	Intimation of voting results to Stock Exchanges	21.09.2023

For Star Health and Allied Insurance Company Limited,

**Jayashree Sethuraman,
Company Secretary & Compliance Officer**

STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

(CIN: L66010TN2005PLC056649) (IRDA REGN. NO.129)

Regd. Office:#1, New Tank Street, ValluvarKottam High Road, Nungambakkam, Chennai-34

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

Dear Member(s),

NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighteenth (18th) Annual General Meeting (“AGM”) of the Members of Star Health and Allied Insurance Company Limited. (“the Company”) is scheduled and will be held on **Wednesday, September 20, 2023 at 16.00 Hrs. (IST) through Video Conferencing (VC)/Other Audio Visual Means (‘OAVM’)** to transact the following business as mentioned below:-

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with Reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted.”

SPECIAL BUSINESS

- 2. To consider and approve the amendments to the Articles of Association (“AOA/ Articles”) of the Company.**

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

- a) Inclusion of sub clause 129 (b)

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Rule 18(3)(e) of the Companies (Share Capital and Debentures) Rules, 2014, (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as amended from time to time, and all other applicable provisions, rules and SEBI Regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, on the approval of the Board of Directors, approval of the Members be and is hereby accorded to insert Clause 129 (b) as mentioned herein below after the existing Article 129 to the Articles of Association of the Company;

“ 129 (b) Debenture trustees, on behalf of the debenture holders, shall have a right to recommend and appoint and nominate in writing a Director on the Board of Directors of the Company (hereinafter referred to as the “Debenture Trustee Nominee Director”) in the event of:

1. two consecutive defaults in payment of interest to the debenture holders; or
2. default in creation of security for debentures; or

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3. default in redemption of debentures.

The right to appoint the Debenture Trustee Nominee Director shall be exercised by the debenture trustees as per the statutory guidelines as may be applicable from time to time.

The Debenture Trustee Nominee Director appointed pursuant to above clauses shall neither be liable to retire by rotation nor shall be required to hold any qualification shares.

“RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies.

3. To amend the terms of appointment of Mr. Deepak Ramineedi

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act,2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**Act**”),approval of the Members of Company be and is hereby accorded for modifying the terms of appointment of Mr. Deepak Ramineedi (DIN: 07631768), Non-Executive and Nominee Director of Safecrop Investments India LLP and Director not liable to retire by Rotation as Non-Executive and Nominee Director of Safecrop Investments India LLP and Director liable to retire by rotation.”

4. To approve Payment of Profit Commission to Mr. Rohit Bhasin (DIN: 02478962) Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as per the IRDAI Guidelines on remuneration to non- executive Directors consent be and is hereby given to pay remuneration in the form of profit related Commission of Rs. 10,00,000/- p.a. to Mr. Rohit Bhasin, Non-Executive Independent Director of the Company, till further consideration by the members from time to time provided however that the aggregate Commission paid to all the Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors Shall not exceed 1% of the annual net profits of the Company for the FY 2022-2023 computed in accordance with the provisions of Companies Act,2013.

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

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5. To approve Payment of Profit Commission to Mrs. Anisha Motwani (DIN: 06943493) Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as per the IRDAI Guidelines on remuneration to non- executive Directors consent be and is hereby given to pay remuneration in the form of profit related Commission of Rs. 10,00,000/- p.a. to Mrs.Anisha Motwani, Non-Executive Independent Director of the Company, till further consideration by the members from time to time provided however that the aggregate Commission paid to all the Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors Shall not exceed 1% of the annual net profits of the Company for the FY 2022-2023 computed in accordance with the provisions of Companies Act,2013.

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

6. To approve Payment of Profit Commission to Mr. Rajeev Krishnamuralilal Agarwal (DIN: 07984221) Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as per the IRDAI Guidelines on remuneration to non- executive Directors consent be and is hereby given to pay remuneration in the form of profit related Commission of Rs. 10,00,000/- p.a. to Mr. Rajeev Krishnamuralilal Agarwal , Non-Executive Independent Director of the Company, till further consideration by the members from time to time provided however that the aggregate Commission paid to all the Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors Shall not exceed 1% of the annual net profits of the Company for the FY 2022-2023 computed in accordance with the provisions of Companies Act,2013.

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

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7. To approve Payment of Profit Commission to Mrs. Rajni Sekhri Sibal (DIN: 09176377) Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as per the IRDAI Guidelines on remuneration to non- executive Directors consent be and is hereby given to pay remuneration in the form of profit related Commission of Rs. 10,00,000/- p.a. to Mrs. Rajni Sekhri Sibal , Non-Executive Independent Director of the Company, till further consideration by the members from time to time provided however that the aggregate Commission paid to all the Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors Shall not exceed 1% of the annual net profits of the Company for the FY 2022-2023 computed in accordance with the provisions of Companies Act,2013.

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

8. To approve Payment of Profit Commission to Mr. Kaarthikeyan Devarayapuram Ramasamy (DIN: 00327907) Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as per the IRDAI Guidelines on remuneration to non- executive Directors consent be and is hereby given to pay remuneration in the form of profit related Commission of Rs. 10,00,000/- p.a. to Mr. Kaarthikeyan Devarayapuram Ramasamy, Non-Executive Independent Director of the Company, till further consideration by the members from time to time provided however that the aggregate Commission paid to all the Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Whole-time Directors Shall not exceed 1% of the annual net profits of the Company for the FY 2022-2023 computed in accordance with the provisions of Companies Act,2013.

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

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9. To approve Payment of Profit Commission to Mr. Berjis Minoo Desai (DIN: 00153675) Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149(9), 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as per the IRDAI Guidelines on remuneration to non- executive Directors consent be and is hereby given to pay remuneration in the form of profit related Commission of Rs. 10,00,000/- p.a. to Mr. Berjis Minoo Desai, Non-Executive Independent Director of the Company, till further consideration by the members from time to time provided however that the aggregate Commission paid to all the Independent Directors of the Company including remuneration payable to Directors of the Company who are neither Managing Directors nor Wholetime Directors Shall not exceed 1% of the annual net profits of the Company for the FY 2022-2023 computed in accordance with the provisions of Companies Act,2013.

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

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

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

“**RESOLVED THAT** pursuant to the provisions of section 152 (6) and other applicable provisions of the Companies Act,2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), approval of the Members of Company, be and is hereby accorded, to re-appoint Mr. Deepak Ramineedi (DIN: 07631768), Non-Executive and Nominee Director of Safecrop Investments India LLP, who is liable to retire by rotation at this Annual General Meeting and offered himself for reappointment.”

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

**Place: Chennai
Date: August 25,2023**

**Jayashree Sethuraman
Company Secretary
Membership No A55099**

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NOTES:

1. The Shareholders may take note of the following dates:

SI.No.	Particulars	Dates
1.	Cut-off date for the purpose of deciding the eligibility of the shareholders for remote e-voting	September 15, 2023
2.	Remote e-voting begin date & time	September 17, 2023 at 09:00 Hrs (IST)
3	Remote e-voting end date & time	September 19, 2023 at 17:00Hrs(IST)
4.	Annual General Meeting Date	September 20, 2023 at 16:00 Hrs (IST)

2. In compliance with the provisions of the Companies Act 2013 (**“Act”**), Ministry of Corporate Affairs (**“MCA”**) Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**“SEBI Listing Regulations”**), the Eighteenth AGM is being held through VC / OAVM on **Wednesday, September 20, 2023 at 16.00 Hrs. (IST)**. The deemed venue of the AGM shall be the Registered Office of the Company. The meeting shall be deemed to be conducted at the registered office of the Company situated at 1, New Tank Street, ValluvarKottam High Road, Nungambakkam, Chennai-34 in accordance with the Secretarial Standards on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India (**“ICSI”**) read with clarification/guidance on applicability of secretarial standards 1 and 2 dated April 15, 2020 issued by the ICSI.
3. The Company has appointed **M/s. KFin Technologies Limited (KFintech)**, Registrars and Transfer Agent (‘RTA’) of the Company, to provide VC/OVAM and e-voting facility for the AGM of the Company.
4. The Ministry of Corporate Affairs (‘MCA’) has vide its Circular no. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 10/2022 dated December 28, 2022 respectively in relation to ‘Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)’ (collectively referred to as ‘MCA Circulars’) and Securities and Exchange Board of India (‘SEBI’) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to ‘Additional relaxation in relation to compliance with certain provisions of SEBI Listing Regulations – COVID 19 pandemic’ and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to ‘Relaxation from compliance with certain provisions of the SEBI Listing Regulations due to the COVID -19 pandemic’ (collectively referred to as ‘SEBI Circulars’) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue and provided relaxation on sending hard copy of annual report to shareholders. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company

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is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

5. In accordance with the Provisions of Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Explanatory Statement in respect of item No. 2 to 11, being items of Special Business, is annexed.
6. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, **the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.**
7. Members attending the 18th AGM through VC/OAVM shall be counted for the purpose of reckoning the Quorum under section 103 of the Act.
8. Institutional/Corporate Shareholders (i.e. other than individuals /HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to investors@starhealth.in with a copy marked to evoting@kfintech.com.
9. Each member present at the meeting shall be entitled to one vote for every equity share held.
10. Members may join the Eighteenth AGM through VC/OAVM by following the procedure which shall be kept open for the Members from **15:45 Hrs.** i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM 15 minutes after the scheduled time to start the Eighteenth AGM. The detailed instructions for participating in the Eighteenth AGM through VC/OAVM are given as a separate attachment to this Notice.
11. Members may note that the VC/OAVM provided by KFintech, allows participation of at least 2000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
12. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and circular No. SEBI/HO/MIRSD/ -PoD-1/P/CIR/2023/37 dated March 16, 2023, inter alia mandated furnishing of PAN, email address, mobile number, bank account details, specimen signatures and nomination by shareholders holding shares in physical form and also mandated that any service request shall be entertained only upon registration of the PAN, Bank details and the nomination. SEBI has

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further directed that the folios wherein any one of the above cited document/details are not available on or after October 01, 2023, shall be frozen by the RTA. SEBI had also asked the shareholders to ensure their PAN is linked to Aadhaar prior to June 30, 2023 as specified by the Central Board of Direct Taxes to avoid freezing of their folio. KFinTech has sent reminder physical letters/e-mail to all the shareholders of the Company holding shares in physical form in this regard on May 20, 2023 requesting them to furnish the required documents/details within due timelines.

13. Members are requested to Update and/or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. by following the steps as given below:-
 - a. **FOR SHARES HELD IN ELECTRONIC FORM:** to their Depository Participants (DPs).
 - b. **FOR SHARES HELD IN PHYSICAL FORM:** please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at investors@starhealth.in or "KFinTech" ateinward.ris@kfintech.com.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website <https://www.starhealth.in> and on the website of the Company's Registrar and Transfer Agents, Kfin Technologies Limited ("KFinTech") at <https://www.kfintech.com> It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agents, Kfin Technologies Limited ("KFinTech"), for assistance in this regard. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company can issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities

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certificate; vi. Consolidation of securities certificates/folios; vii. Transmission and viii. Transposition.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFinTech, for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website :<https://www.starhealth.in>

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Transfer Agents, KFin Technologies Limited ("KFinTech"), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.starhealth.in>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Transfer Agents, KFin Technologies Limited ("KFinTech") in case the shares are held in physical form.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
19. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before **September 13, 2023** through email on investors@starhealth.in. The same will be replied by the Company suitably.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to investors@starhealth.in.
21. In compliance with the above referred MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/ P/2021/11 dated January 15, 2021, SEBI Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail

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addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Annual Report 2022-23 is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.starhealth.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com> and CDSL <https://www.evoting.cdsl.com>.

22. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company investors@starhealth.in. The statutory registers will be available for inspection at the registered office of the Company.
23. Members who wish to inspect the relevant documents referred to in the Notice can send an email to investors@starhealth.in up to the date of the AGM. The relevant documents will be available for inspection at the registered office of the Company.
24. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. Kfin Technologies Ltd., the Registrar and Share Transfer Agent ("RTA"/"KFinTech"). The Members holding shares in electronic form may send such communication to their respective Depository Participant/s (DPs).

Kfin Technologies Limited.

Add: Selenium Tower B, Plot 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad – 500 032

Email: einward.ris@kfintech.com

Website: www.kfintech.com

Tel No.: +91 40 6716 2222

Toll Free No.: 1800-309-4001

25. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date **i.e. September 15, 2023** will only be considered eligible for the purpose of remote e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
26. 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.

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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 "KFinTech".

27. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means. The detailed instructions for e-voting are given as a separate attachment to this Notice. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on close of business hours of September,15, 2023, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place (remote e-voting).
28. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of AGM may be served on the Members through electronic means. Members who have registered e-mail Ids are being sent this Notice of AGM by e-mail.
29. AGM Notice can be downloaded from the Company's website i.e. www.starhealth.in.
30. Members may also note that the Annual Report will also be available on the Company's website viz., www.starhealth.in for their download.
31. Resolutions passed by the Members through AGM by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
32. 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.
33. 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.
34. The Board of Directors of the Company has appointed Mr.Mirza Ismail Irshad Ahmed, Practicing Company Secretary (Membership No. F11458), as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
35. The Scrutinizer's decision on the validity of the vote shall be final.
36. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if

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any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
The results will be announced within the time stipulated under the applicable laws.

37. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.starhealth.in immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
38. Instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM are given in this Notice. The Company will also send a communication which inter-alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND THE LISTING REGULATIONS

ITEM NO.2

Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended vide the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and read with Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, requires that the Companies issuing debentures shall incorporate suitable provisions in their Articles of Association ("AOA") to cast obligation on their Board of Directors to appoint the person nominated by their Debenture Trustees ("DT") as a Director in the event of default as per the terms of agreement.

The Company has its privately placed Non-Convertible Debentures ("NCDs") listed at NSE Limited. Accordingly, the Company is required to amend its AOA by inserting a clause enabling the appointment of a person nominated by the Debenture Trustee as a Director in the event of default as per the terms of agreement. This amendment requirement is to be complied with by the debt issuers on or before 30 September 2023 and accordingly, amendments are required to be made in the existing AOA.

The Board of Directors recommend to the members the amendment to the AOA as set out in Item no. 2.

The copy of the existing Articles of Association and the proposed revised Articles of Association will be made available for inspection electronically and at the registered office of the Company during the working hours of the Company on any working day up to the date of the Annual General Meeting of the Company.

The Board of Directors hereby recommends passing of the Special resolution at Item No. 2 of the accompanying notice.

None of the directors or key managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

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ITEM NO: 3

The Board of Directors and Members had accorded their approval in the meetings held on 23rd May 2021 and 16th July 2021 appointing Mr. Deepak Rameedi as Nominee Director of Safecrop Investments India LLP, who was not liable to retire by rotation.

Considering the need for compliance with Section 152 (6) of the Companies Act 2013, the Board of Directors seeks the approval of members for modifying the terms of appointment of Mr. Deepak Rameedi (DIN: 07631768), Non-Executive and Nominee Director of Safecrop Investments India LLP as a Director liable to retire by rotation..

The Board of Directors recommend passing of the special resolution at Item No. 3 of the accompanying notice.

The details of Mr.Deepak Rameedi are as follows:

Name of the Director	Mr. Deepak Rameedi
Age	40
Qualification	MBA from Indian Institutes of Management, Ahmedabad (IIM –A) and B. Tech In Electrical Engineering from IIT- Bombay.
Experience	He is an investment advisory professional with over a decade of experience in the equities space and focuses on the financial sector services.
Remuneration last drawn	NA
Date of first appointment	29-03-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	1
No of Board Meeting attended during the year	6

Except Mr. Deepak Rameedi, none of the Directors or Key Managerial Personnel or relatives of any Director/Key Managerial Personnel are interested in the resolution.

ITEM NO.4 to 9

Pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees or compensation (excluding sitting fees within the limits of the Act), if any, paid to Non- Executive Directors including Independent Directors shall require approval of the Members in general meeting. In this connection the approval of the members is sought for payment of remuneration to the Independent Directors of the Company as set out in accompanying notice.

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The Board of Directors in their meeting held on 28th July 2023, recommended to the Members payment of remuneration to Independent Directors of the Company for an amount not exceeding Rs.10,00,000/- per Director for their contribution during FY 2022-23.

This remuneration will be in addition to the sitting fees for attending the Board/Committee meetings and reimbursement of expenses for participation in the Board/Committee meetings.

The details of the independent Directors are as under

Name of the Director	Mr. Rohit Bhasin
Age & Qualification	63 & Chartered Accountant
Experience	Mr. Rohit Bhasin has over three and a half decades of post qualification experience with leading organisations such as PwC, AIG and Standard Chartered. He is as seasoned Finance leader with rich experience with leading Financial Services and consulting organisations. Prior to his retirement in March 2017, he worked with PwC across various roles and spectrum of services. He is also a business coach to several industry leaders and has conducted select consulting engagements.
Remuneration last drawn	NA
Date of first appointment	1-11-2019
Shareholding details	5000
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/Chairmanship of other Boards	7
No of Board Meeting attended during the year	6

Name of the Director	Mrs. Anisha Motwani
Age & Qualification	60 & MBA from University of Rajasthan and Bachelor of Science from Sophiya College, Ajmer
Experience	Ms. Anisha Motwani began her career in advertising and had a successful 15 year stint with leading agencies like McCann Erickson, Mudra & Leo Burnett. She served as the Director & Chief Marketing officer of Max Life Insurance for nearly 8 years and also as an independent advisor on the Max Group of Companies (Max Corporate, Max Life Insurance, Max Bupa, Max Healthcare & others).

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	<p>Post a successful corporate career, Anisha founded StN ventures, a Brand & Innovation Consulting firm. Further, she works as an Independent Advisor with the World Bank on - the SwachhBharathprogramme - Adoption of solar rooftops - National Mission for Clean Ganga.</p> <p>She also mentors the CEO and business at MAS Holdings & Welspun India. She is a recipient of the following awards: - GM's 'Asia Pacific Marketer' - NDTV's 'Marketer of the year' - 'Best Auto Marketing Team-2006' by NDTV Profit - 'Best Communication & PR Team-2007' by NDTV Profit</p>
Remuneration last drawn	N.A
Date of first appointment	01-11-2019
Shareholding details	5000
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	12
No of Board Meeting attended during the year	6

Name of the Director	Mr.RajeevKrishnamuralilal Agarwal
Age & Qualification	64 & B.E (Electronics & Comm.) from IIT Roorkee
Experience	Mr. Rajeev Agarwal has got wide experience in Securities Markets, Commodity Markets, Taxation. He was a whole time Member of SEBI, for 5 years and designated as Commissioner of the regulatory commission. He was also associated as a Member of Forward Markets Commission and had a long stint with investigation and enforcement divisions of Indian Revenue Service. During his professional stint with the regulatory bodies he was an integral part of various policy reforms which were undertaken in various segments such as Mutual Funds, AIFs, Foreign Portfolio Investors, International Affairs, Market Intermediaries, Legal and surveillance affairs.
Remuneration last drawn	N.A
Date of first appointment	23-05-2021

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Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	9
No of Board Meeting attended during the year	6

Name of the Director	Mrs.Rajni Sekhri Sibal
Age & Qualification	63 & Bachelor of Science and Masters in Psychology and Economics
Experience	<p>Rajni Sekhri Sibal is an Indian Administrative Services officer of the Haryana cadre. She has recently superannuated as Secretary to the Government of India. At present, Rajni is the Independent External Monitor of SEBI, the Security Exchange Board of India.</p> <p>Rajni is the first woman to have topped the All India Civil Service Examinations in 1986 Batch.</p> <p>In her last assignment Rajni was posted as the first Secretary of the Ministry of Fisheries and was responsible for bringing about a sustained and accelerated growth in the blue economy.</p> <p>Prior to which, she worked as Additional Secretary, Ministry of Home Affairs, Government of India, and was in charge of Disaster Management, International Cooperation and homeland security of India. In her previous assignment as Additional Secretary, Ministry of Skill Development and Entrepreneurship, Rajni was responsible for the entrepreneurship vertical. Before which, as a Joint Secretary in the Ministry of Agriculture, she was entrusted with the task of policy-making and project formulation with special focus on production enhancement and processing.</p> <p>Rajni worked as Director Health Insurance Max India and led Max's initiative into health insurance. She helped develop the business proposition and set up the Joint Venture – Max Bupa Health Insurance.</p> <p>In the initial fifteen years of her career, Rajni worked in the Government of Haryana, both at</p>

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	<p>the implementation as well as public policy formulation levels in various fields including: Industry, Finance, Employment, Education, Urban Planning, Rural Development and Environment. Rajni has also headed the Haryana Institute of Public Administration and the National Institute for Entrepreneurship and Small Business Development and worked at the LBS National Academy of Administration. Rajni is the recipient of the Indian of the Year 2013 Award for integrity and courage. She is an alumna of Welham Girls, a science graduate and a Masters in Psychology and Economics. Her expertise lies in strategy, policy formulation, project management and in leading multi-cultural teams. She is process driven in her approach and her core strength is strategic planning. Rajni is credited with several published articles and has authored several books: ‘Tools for Monitoring’; ‘Clouds End and Beyond’; ‘Kamadhenu’; ‘Fragrant Words’; ‘Are You Prepared for a Disaster?’; ‘The Haunting Himalayas’ and ‘Asariri’.</p>
Remuneration last drawn	N.A
Date of first appointment	23-05-2021
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	3
No of Board Meeting attended during the year	6

Name of the Director	Mr.D R Kaarthikeyan*
Age & Qualification	83 & B.Sc (Chemistry & Agriculture) from Annamalai University and B L from Law College Madras.
Experience	Padmashree D. R. Kaarthikeyan started his career as a lawyer and later entered the Indian Police Service. He has nearly 53 years of experience. He has held various prestigious positions, including Director of Police Academy - Mysore, Chief of Intelligence and

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	<p>Security, Karnataka State, Special Director General of Central Reserve Police Force, Director of the CBI and Director General of the National Human Rights Commission. He was the Chief of Special Task Force instituted by the Government of India in the Rajiv Gandhi assassination case.</p> <p>He is also a visiting professor in many prestigious institutions. He is the recipient of the Government of India's Police Medal for meritorious service and the President's Medal for Distinguished Services. He was also conferred the "Padmashree" by the President of India for his commendable services to the nation.</p> <p>He has also authored a bestseller, 'Triumph of Truth - Rajiv Gandhi Assassination'</p>
Remuneration last drawn	N.A
Date of first appointment	10-12-2019
Shareholding details	Nil
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	4
No of Board Meeting attended during the year	6

Note:* He resigned on 10th July 2023 pursuant to the Guidelines on Remuneration to Directors and Key Managerial Personnel issued by IRDAI

Name of the Director	Mr.Berjis Minoos Desai
Age & Qualification	67 & Bachelor of Law from Elphinstone College, University of Bombay and Master of Law from University of Cambridge , UK
Experience	<p>He is an eminent professional law practitioner with nearly 40 years experience in transactional and dispute resolution laws.</p> <p>He served as a Managing Partner at the leading Mumbai based law firm Udawadia, Udeshi and Desai from 1997 to 2003.</p> <p>In 2003, he joined J Sagar Associates, Advocates & Solicitors and retired from the firm in 2017 as Senior Partner.</p> <p>At present, he is an independent legal counsel engaged in private Client Practice,viz: -</p>

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	Succession and estate planning for HNIs and promoter families through wills, trusts and family arrangements - Resolving family, testamentary and business disputes through mediation; -Insolvency and asset reconstruction advisory
Remuneration last drawn	N.A
Date of first appointment	01-11-2019
Shareholding details	18923
Relationship with other Directors/KMP	Nil
Details of other Directorship, membership/ Chairmanship of other Boards	9
No of Board Meeting attended during the year	6

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

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all these solutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. However in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
3. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) there by not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
4. The remote e-Voting period will commence at **9.00 Hrs. on Sunday, September 17, 2023 and will end at 17:00 Hrs. on Tuesday, September 19, 2023.**
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and

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holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com . However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

7. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

8. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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

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

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

DETAILS ON STEP 1 ARE MENTIONED BELOW:

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

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Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
<p>1. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p>	<p>1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:</p>
<ol style="list-style-type: none"> 1. Click on URL:https://eservices.nsd.com 2. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. 3. On the new page, enter User ID and Password for accessing ‘IDeAS’ 4. On successful authentication, you will enter your IDeAS service login. 5. click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. 6. Click on "Active e-voting Cycles" option under e-voting. <p>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.</p>	<ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com and Click on New System Myeasi 2. Login with your registered User ID and Password for accessing Easi / Easiest 3. The User will see the e-Voting Menu. The Menu will have links of ESPI.e. KFinTechce-Voting Portal. <p>Click on the Company name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.</p>
<p>2. User not registered for IDeAS e-Services</p>	<p>2. User not registered for Easi/Easiest</p>

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<p>1. To register click on URL : https://eservices.nsdl.com</p> <p>2. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/!deasDirectReg.jsp</p> <p>3. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.</p> <p>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii) Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</p> <p>iii) After successful registration, please follow steps given under Sr. No. 1 above to cast your vote</p>
<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p>
<p>1) Open URL: https://www.evoting.nsdl.com/</p> <p>2) Click on the button “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), login type, Password / OTP and a Verification Code as shown on the screen.</p> <p>4) Post successful authentication, you will enter the e-voting module of NSDL.</p> <p>5) Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting.</p> <p>Click on Company name or e-Voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</p>	<p>i) Visit URL : https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>ii). Provide your demat Account Number and PAN No.</p> <p>iii). System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv). On successful authentication, you will enter the e-voting module of CSDL.</p> <p>Click on Company name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.</p>

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4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



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

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.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CSDL website
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

DETAILS ON STEP 2 ARE MENTIONED BELOW:

STAR HEALTH AND ALLIED INSURANCE COMPANY LIMITED

(CIN: L66010TN2005PLC056649) (IRDA REGN. NO.129)

Regd. Office:#1, New Tank Street, ValluvarKottam High Road, Nungambakkam, Chennai-34

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

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

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

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

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

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

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means

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

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Members holding shares either in physical form or in dematerialized form and whose name is recorded in the register of Members or in the register of beneficial owners, as on the cut-off date, i.e. **Friday, September 15, 2023** ("Eligible Members"), shall be entitled to exercise their right to vote by remote e-voting on the resolutions specified in the Notice.

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

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by "KFinTech". Members may access the same at [https:// emeetings.kfintech.com/](https://emeetings.kfintech.com/) by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette's to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the scheduled time of the AGM.

4. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
5. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@starhealth.in on or before 5.00 P.M (IST) on Saturday , September, 132023. They may mark the email subject as "AGM2022 queries"
7. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
8. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
9. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 members on first come first served basis.

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OTHER INSTRUCTIONS

1. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 9.00 A.M. on September 17, 2023 to 5.00 P.M. on September 19, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
2. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> . Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 9.00 A.M. on September 17, 2023 to 5.00 P.M. on September 19, 2022.
3. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write at evoting@kfintech.com or einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
4. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the close of Friday, September 15, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
5. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:

MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:

MYEPWD <SPACE> 1402345612345678

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3. Example for Physical:

MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

6. The results of the electronic voting shall be declared to the Stock Exchanges, not later than 48 hours of conclusion of the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

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

**Place: Chennai
Date: August 25, 2023**

**Jayashree Sethuraman
Company Secretary
Membership No A55099**

Registered Office:

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