

**RECORDED TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MANIPALCIGNA HEALTH INSURANCE COMPANY LIMITED HELD ON WEDNESDAY, SEPTEMBER 13, 2023, AT 11:45 A.M. AND CONCLUDED AT 12.00 NOON THROUGH VIDEO CONFERENCING (WEBEX)**

**CHAIRMAN:**

Mr. Luis Miranda took the Chair.

The Chairman extended a warm welcome to the Members present.

The members were also informed that Mr. Jason Sadler and Dr. Ranjan Pai, due to their pre-occupancy expressed their inability to attend the said meeting.

**QUORUM:**

As the required quorum was present, the Chairman called the Meeting to order.

**NOTICE:**

With the consent of the Members present, the Notice convening the Meeting was taken as read.

Thereafter, the Chairman requested the Members to consider the business as set out in the notice convening the Extra-Ordinary General Meeting.

**1. CONSIDERATION AND APPROVAL OF REVISION IN REMUNERATION OF MR. PRASUN SIKDAR, MANAGING DIRECTOR AND CEO FOR THE FINANCIAL YEAR 2023-24 PURSUANT TO GUIDELINES ON REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONS OF INSURERS, 2023:**

The Chairman proposed the following Resolution as Special Resolution, which was seconded by Mr. Rajesh Moorti.

**“RESOLVED THAT** pursuant to the provisions of Section 34A of the Insurance Act, 1938, Guidelines on Remuneration of Directors And Key Managerial Persons of Insurers dated 30<sup>th</sup> June, 2023 issued by Insurance Regulatory and Development Authority of India (“IRDAI”) and all other applicable provisions, if any, revision in the remuneration of Mr. Prasun Sikdar - Managing Director and CEO of the Company for the financial year 2023-24, as placed before the members, be and is hereby approved”

Thereafter, the Resolution was put to vote on show of hands by the Chairman and it was carried out unanimously.

**2. CONSIDERATION AND APPROVAL OF THE EMPLOYEE STOCK OPTION PLAN 2023 OF THE COMPANY:**

The Chairman proposed the following Resolution as a Special Resolution, which was seconded by Ms. Arogya Mary.

**“RESOLVED THAT** pursuant to the provisions of Section 62 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as the “Act”) read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and any other applicable provisions (including any statutory modification(s), re-enactment(s) and amendment(s) thereof for the time being in force) of the Act, the consent of the members be and is hereby accorded to introduce and implement the proposed Employee Stock Option Plan 2023 (hereinafter referred to as “ESOP 2023” or “Scheme 2023”) and to

create, grant, offer, issue and allot at any time, to the present and/or future eligible employees as defined in ESOP 2023;

**RESOLVED FURTHER THAT** Mr. Prasun Sikdar, Managing Director and CEO, Mr. Ravishankar Duvvuri, Vice President - Human Resources and Ms. Gauri Takale, Company Secretary of the Company be and are hereby jointly or severally authorized on behalf of the Company, to sign and execute all necessary documents, applications, forms including e-forms and returns with the Registrar of Companies Mumbai, and/or any other authorities, as may be required, for the purpose of giving effect to this resolution.”

Thereafter, the Resolution was put to vote on show of hands by the Chairman and it was carried out unanimously.

**VOTE OF THANKS:**

There being no other business item to conduct, the Meeting was concluded with a vote of thanks to the Chair.