

**RECORDED TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING
OF THE MEMBERS OF MANIPALCIGNA HEALTH INSURANCE COMPANY
LIMITED HELD ON TUESDAY, 10TH MAY 2022, COMMENCED AT 5:00 P.M.
AND CONCLUDED AT 5:10 P.M. THROUGH VIDEO CONFERENCING (WEBEX)**

PRESENT:

CHAIRMAN:

The members were informed that Mr. Luis Miranda took the Chair.

The Chairman extended a warm welcome to the Members present.

The members were also informed that Mr. Rajeev Chitrabhanu and Dr. Ranjan Pai and Mr. Jason Sadler have, due to his 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. TO CONSIDER APPROVAL OF FURTHER ISSUE OF SHARES BY THE
COMPANY BY WAY OF PREFERENTIAL ISSUE ON PRIVATE
PLACEMENT BASIS:**

Mr. Luis Miranda proposed the following Resolution as a Special Resolution, which was seconded by Ms. Radhika Bhagat.

“RESOLVED THAT pursuant to Section 6A(b)(iii) of the Insurance Act, 1938 and pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014 and pursuant to the provisions of Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with such other applicable Acts, Rules, Regulations, Guidelines, if any, consent of the members of the Company be and is hereby accorded and the Board of Directors be and are hereby authorized to issue, offer and allot Equity Shares by way of preferential issue on private placement basis to the following entities:

- 1,92,30,769 Equity Shares of Rs.10/- each at a premium of Rs.3/- aggregating to INR 24,99,99,997 to MEMG Fund Advisors, LLP
- 1,84,76,620 Equity Shares of Rs.10/- each at a premium of Rs.3.5306/- aggregating to INR 24,99,99,754.57 to Cigna Holdings Overseas, Inc.

RESOLVED FURTHER THAT pursuant to Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Letter of Offer for Private Placement of Equity Shares along with application form be and is hereby approved and Mr. Prasun Sikdar, Managing Director & CEO and Ms. Gauri Takale, Company Secretary be and is hereby authorized, jointly or severally,

to sign and issue the Letter of Offer for Private Placement of Equity Shares accompanied by an application form;

RESOLVED FURTHER THAT Mr. Prasun Sikdar, Managing Director & CEO, Mr. Sameer Bhatnagar, Chief Compliance and Risk Officer and Ms. Gauri Takale, Company Secretary of the Company be and are hereby authorized, jointly or severally, to take on record the Valuations to be carried out as per Chapter III of the Companies Act, 2013 for the said issue of shares considering the variations in the price as and when the allotment of shares to be taken place;

RESOLVED FURTHER THAT Mr. Prasun Sikdar, Managing Director & CEO, Mr. Sameer Bhatnagar, Chief Compliance & Risk Officer and Ms. Gauri Takale, Company Secretary be and are hereby authorized, jointly or severally, to file necessary forms with IRDAI and RBI and other appropriate authorities, if any and to take and/or cause to be taken necessary steps to give effect to this resolution”

Thereafter, the Resolution was put to vote on show of hands by Mr. Luis Miranda 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.