

**RECORDED TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MANIPALCIGNA HEALTH INSURANCE COMPANY LIMITED HELD ON THURSDAY, SEPTEMBER 22<sup>ND</sup> 2022, THURSDAY AT 05:45 P.M. AND CONCLUDED AT 5.50 P.M. THROUGH VIDEO CONFERENCING (WEBEX)**

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**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, 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. CONSIDERATION AND APPROVING FURTHER ISSUE OF SHARES BY THE COMPANY BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS:**

Mr. S. Vaitheeswaran proposed the following Resolution as an Ordinary Resolution, which was seconded by Mr. Rajesh Moorti.

**“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 be and is hereby accorded to issue and offer Equity Shares aggregating to Rs. 170 Crore by way of preferential issue on private placement basis to the following entities, in one or more tranches:

- MEMG Fund Advisors LLP
- Cigna Holdings Overseas, Inc.

**RESOLVED FURTHER THAT** equity shares issued to MEMG Fund Advisors, LLP will be at face value plus premium amount as per valuation and equity shares issued to Cigna Holdings Overseas, Inc. will be at face value plus premium amount as per valuation along with premium payable as per JV Agreement between the existing shareholders.

**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 Managing Director & CEO and 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** Managing Director & CEO, Chief Compliance & Risk Officer and 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.