

RECORDED TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MANIPALCIGNA HEALTH INSURANCE COMPANY LIMITED HELD ON MONDAY, JULY 25TH 2022, MONDAY AT 06:15 P.M. AND CONCLUDED AT 6.30 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 Mr. Jerome Droesch 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 AND APPROVE THE WITHDRAWAL OF THE OFFER OF FURTHER ISSUE OF 64,18,279 EQUITY SHARES TO MEMG FUND ADVISORS, LLP AND CIGNA HOLDINGS OVERSEAS, INC. APPROVED IN THE EXTRA-ORDINARY GENERAL MEETING HELD ON 10TH MAY 2022:

Mr. Luis Miranda proposed the following Resolution as a Special Resolution, which was seconded by Mr. Rajesh Moorti.

“RESOLVED THAT pursuant to Section 42(5) of the Companies Act, 2013 (hereinafter referred to as the Act”) and any other provisions as may be applicable, if any, under the Act read with the relevant Rules made there under, approval of the Members be and is hereby accorded to withdraw the offer of further issue of the remaining 64,18,279 Equity Shares aggregating to Rs.4,99,99,928.51/- to MEMG Fund Advisors, LLP and Cigna Holdings Overseas, Inc. which was earlier approved by the Members of the Company in their Meeting held on 10th May 2022;

RESOLVED FURTHER THAT Mr. Prasun Sikdar, Managing Director & CEO and Mr. Sameer Bhatnagar, Chief Compliance & Risk Officer and Ms. Gauri Takale, Company Secretary of the Company be and are hereby, jointly or severally, authorized to take and/or cause to be taken necessary steps to give effect to aforesaid resolution.”

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

2. TO CONSIDER AND APPROVE FURTHER ISSUE OF SHARES BY THE COMPANY BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS:

Mr. Luis Miranda proposed the following Resolution as an Special Resolution, which was seconded by Mr. Deepak Mali.

“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 total 4,86,71,950 Equity Shares aggregating to Rs. 69,99,99,741.25 by way of preferential issue on private placement basis to the following entities, in one or more tranches:

- MEMG Fund Advisors, LLP at a face value of Rs.10/- each at a premium of Rs.4.10/-.
- Cigna Holdings Overseas, Inc. at a face value of Rs.10/- each at a premium of 4.6755/-

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 & Risk Officer and Ms. Gauri Takale, Company Secretary be and are hereby authorized, jointly or severally, to take on record the valuation to be carried out as per Chapter III of the companies Act, 2013 for the said issue of shares considering in the prices 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.