

## **SHORTER NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

CIN: U66000MH2012PLC227948

Regd. Office: 401/402, 4<sup>th</sup> Floor, Raheja Titanium, Western Express Highway, Goregaon (East) Mumbai – 400063

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MANIPALCIGNA HEALTH INSURANCE COMPANY LIMITED WILL BE HELD ON SEPTEMBER 13, 2023, WEDNESDAY AT 11:45 P.M. (IST), THROUGH VIDEO CONFERENCING (“VC”) TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**

- 1. TO CONSIDER AND APPROVE 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:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 34A of the Insurance Act, 1938, Guidelines on Remuneration of Non-Executive Directors and Managing Director/ CEO/ Whole Time Directors 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, be and is hereby approved”

- 2. TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION PLAN 2023 OF THE COMPANY:**

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

“**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.”

**By Order of the Board of  
ManipalCigna Health Insurance Company Limited**

**Sd/-  
Gauri Takale  
Company Secretary**

**Place: Mumbai**

**Date: 13<sup>th</sup> September, 2023**

## NOTES:

1. In accordance with General Circular no. 10/2022 dated 28<sup>th</sup> December 2022, General Circular No. 2/2022 dated 5<sup>th</sup> May 2022, General Circular No. 21/ 2021 dated 14<sup>th</sup> December, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular no. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular no.20/2020 dated 5<sup>th</sup> May, 2020 issued by Ministry of Corporate Affairs read with Circular no. 14/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 and all other relevant Circulars issued from time to time; the Extra Ordinary General Meeting (“EOGM”) is being held through video conferencing without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the Company situated at 401/402, 4<sup>th</sup> Floor, Raheja Titanium, Western Express Highway, Goregaon (East) Mumbai - 400063. Hence, in compliance with the Circulars, the EOGM of the Company is being held through Video Conferencing;
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, regarding the Special Business is appended herewith.
3. The members are requested to note that the facility for attending the EOGM through Video Conferencing shall be kept open from 11:30 P.M. (IST). All the members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the Meeting;
4. The members are requested to note that since the Meeting is being held through Video Conferencing, the facility for appointment of proxies shall not be available for the EOGM of the Company, therefore the Proxy Form and Attendance Slip are not annexed to this Notice;
5. In case of joint holders attending the meeting, 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 at the EOGM;
6. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder along with all the documents referred to in the Notice will be available for inspection by the members in electronic mode at the EOGM, and also from the date of circulation of this Notice up to the date of EOGM, i.e. without any payment of fee by the members. Members seeking to inspect such documents can send an email to [gauri.takale@manipalcigna.com](mailto:gauri.takale@manipalcigna.com);
7. Pursuant to Section 112 and 113 of the Companies Act, 2013, representative of members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through Video conference;
8. Authorized Representatives of Corporate Members and Representatives appointed in pursuance of Section 112 of the Companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address [gauri.takale@manipalcigna.com](mailto:gauri.takale@manipalcigna.com);
9. Since the EOGM will be held through Video Conferencing, the Proxy Form, Attendance Slip and Route Map is not annexed to this Notice;

## **EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item no. 1:**

#### **To consider and approve revision in remuneration of Mr. Prasun Sikdar, Managing director and CEO for the financial year 2023-24:**

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on 6<sup>th</sup> March, 2023 had approved the re-appointment of Mr. Prasun Kumar Sikdar as the Managing Director and CEO of the Company for a tenure of 5 years w.e.f 18<sup>th</sup> April, 2023 - subject to such terms and conditions as the IRDAI may impose while granting its approval.

IRDAI vide its letter dated 17<sup>th</sup> April, 2023 had approved the re-appointment of Mr. Prasun Sikdar, Managing Director and CEO for a period of 5 years w.e.f 18<sup>th</sup> April, 2023.

Based on the re-appointment terms and conditions, the Company had applied for revision in the remuneration of Mr. Prasun Sikdar, Managing Director and CEO of the Company for the Financial Year 2023-24 on 4<sup>th</sup> May, 2023.

However, IRDAI vide its email dated 6<sup>th</sup> July, 2023 advised the Company to comply with the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers vide Ref: IRDAI/F&A/GDL/MISC/141/6/2023 dated 30<sup>th</sup> June, 2023 and apply afresh for the revision in remuneration of the Managing Director and CEO of the Company for the Financial year 2023-24 in line with the aforesaid Guidelines.

In view of the compliance of aforesaid guidelines, the Board of Directors, vide resolution dated 13<sup>th</sup> September, 2023 approved the revision in remuneration of Mr. Prasun Sikdar, Managing Director and CEO of the Company, for the financial year 2023-24, as mentioned in "Annexure A".

Further, the approval of the revision of remuneration including Performance Bonus of the Managing Director and CEO of the Company requires prior approval of the Insurance Regulatory and Development Authority of India ("IRDAI") under the provisions of Section 34A of the Insurance Act, 1938 and all other applicable provisions.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 of the accompanying Notice for your approval. Your approval is sought by way of passing a Special Resolution.

None of the Directors, Managers and Key Managerial Personnel or their relatives except Mr. Prasun Sikdar is interested or concerned in the aforesaid resolution.

### **Item no. 2:**

#### **To consider and approve Employee Stock Option Scheme 2023:**

Pursuant to Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers dated 30<sup>th</sup> June 2023 issued by the IRDAI, the Company has proposed to issue shares to the employees of the Company under Employee Stock Option Plan (ESOP) 2023.

The broad features of the ESOP Scheme 2023 are as follows:

1.	Total number of options approved	<p>1,88,89,457 (New Dilution: 1,44,88,269 and old carry forward 44,01,188)</p> <p>Any Options granted under the ESOP 2019 and ESOP 2021, where such granted Options had remain unvested, unexercised or lapse as per clause 16 (Resignation or Termination of Employment) of the ESOP 2019 and ESOP 2021, will be available for grant over and above the total number of options specified under ESOP 2023, adjusted for the grant price determined at the time of such grant.</p> <p>Further any Options granted under the ESOP 2023 – where such granted Options remain unvested, unexercised or lapse as per clause 17(Resignation or Termination of Employment) of ESOP 2023, will also be available for fresh grant under ESOP 2023 as per the extant grant price at the time of such grant.</p>
2.	Class of Employees entitled to participate in the ESOP plan	<p>Identified Key Managerial Persons (KMPs) across bands</p> <p>Other employees: Band 4 and above</p>
3.	Appraisal process for determining the eligibility of employees to the ESOP Scheme	<p>In determining eligibility of a KMP to receive options under the Scheme, the performance of the KMP as indicated by the KPI grid for the performance year FY 2023-24 and onwards under consideration will be applicable, subject to regulatory guidelines as applicable from time to time.</p> <p>In determining the eligibility of other Employees to receive Options under the Scheme or for the KMPs based on performance year FY 2022-23, following shall be considered - Performance of an Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an Employee, the nature and value to the Company of his services and accomplishments, his present and potential contribution to the success of the Company, past service and geographical location and such other factors that the Committee may deem relevant. The Nomination &amp; Remuneration Committee however is authorized to change the eligibility criteria from time to time.</p>

4.	Requirements of vesting and period of vesting	<p>Vesting period shall be minimum one year from the date of Grant and could be different for different Employees.</p> <p>In case of the requirement to apply any minimum vesting conditions for a set of employees, the same shall be determined at the time of grant for such set of employees.</p> <p>The decision on vesting will be at the shareholders' discretion.</p>
5.	Maximum period within which the options shall be vested	<p>Vesting of the Options granted under ESOP 2023 shall be maximum four years from the date of Grant, this can be extended subject to shareholder discretion. This could be different for different Employees. The vesting period and schedule shall be provided in the Award Agreement with each Employee.</p>
6.	Exercise price	<p>To be determined at the time of grant.</p>
7.	Exercise period and Process of exercise	<ul style="list-style-type: none"> <li>• Exercise period would be maximum three years from date of vesting. In case of voluntary resignation, the vested Options can be exercised by an Employee prior to the expiry of Exercise Period or within 90 days of date of termination (due to voluntary resignation), whichever is earlier.</li> <li>• An Employee has the right to convert any number of his/her vested Options into Shares in full or in tranches at any time during the Exercise Period subject to the following conditions:</li> <li>• The Option may be Exercised during the continuance of an Employees' employment with the Company and / or Subsidiary(ies) subject to adherence to point 5 &amp; 11.</li> <li>• The Options may be Exercised by an Employee only by a written/electronic notice (in the form prescribed by the Nomination &amp; Remuneration Committee) to the Scheme Administrator specifying the number of Options to be Exercised. The Option shall be deemed to be Exercised when an Employee pays to the Company a consideration equal to the respective Exercise Price of the Option and upon the satisfaction of the tax liability applicable from time to time.</li> <li>• As soon as practicable, on receipt of the notice of Exercise of Options and receipt of consideration thereof, the Scheme Administrator shall make the necessary arrangement for allotment of Shares in lieu thereof.</li> <li>• Notwithstanding anything contained herein or elsewhere in this plan, it is hereby clarified that the</li> </ul>

		<p>Company is under no obligation to either buy the shares or pay any compensation to any employee under this clause as a result of the inability or unwillingness of the employee to acquire any shares, whether due to lack of funds, any restriction under law or otherwise.</p> <ul style="list-style-type: none"> <li>• In case, the Employee does not Exercise the Options during the Exercise Period or such earlier date, they will lapse and no rights will accrue after that date.</li> </ul>
8.	Lock – in – period	Nil
9.	Maximum number of options to be granted per employee and in aggregate	Maximum number of options to be granted per employee would be as per the discretion of Nomination and Remuneration Committee. Aggregate not to exceed the total number of options under ESOP 2023 and unvested/unutilized options under ESOP 2021, (including the unvested/unutilized options of ESOP 2019 carried forward to ESOP 2021)
10.	Method which the company has used to value its options	Fair Market Value method has been used by the Company to value its options.
11.	Conditions under which option vested in employees may lapse	<ul style="list-style-type: none"> <li>• If a Grantee’s employment with the Company terminates for Cause, then the Options, to the extent not previously exercised on the date of termination, will lapse on the date of such termination of employment.</li> <li>• “Cause” shall mean, as determined by the Nomination &amp; Remuneration Committee, (i) engaging by an Employee in wilful, reckless or grossly negligent misconduct which is determined by the Nomination &amp; Remuneration Committee to be detrimental to the interest of the Company or any of its affiliates, monetarily or otherwise, or (ii) an Employee pleading guilty to or conviction of a felony, or (iii) fraud, misfeasance, breach of trust or wrongful disclosure of any secret or confidential information about the Company to any third party, or (iv) employment of an Employee in any other organisation or provision of services by an Employee for any other organisation, or (v) any other reason which is determined by the Nomination &amp; Remuneration Committee to be detrimental to the interest of the Company. Any Malus and Clawback clauses which form part of</li> </ul>

		<p>the terms of employment of an employee, can also be activated by the Nomination &amp; Remuneration Committee basis the incident and severity.</p> <ul style="list-style-type: none"><li>• If a Grantee's employment with the Company terminates due to voluntary resignation on the part of the Grantee, then all Options not vested in the Employee as on the date of resignation shall lapse forthwith. The vested Options can be exercised by an Employee prior to the expiry of Exercise Period as specified in the Award Agreement or within 90 days of date of resignation of Grantee, whichever is earlier. If a Grantee's employment with the Company terminates due to completion of his contract, then all Options which are not vested at the time of such termination shall lapse forthwith. The vested Options can be exercised by an Employee prior to the expiry of Exercise Period as specified in the Award Agreement. For the purposes of this clause, employment shall be deemed to have terminated on the last day of such Employee's employment with the Company.</li><li>• However, resignation on account of leaving the Company for joining any of the group company of the Company will be regarded as employment transfers within the Company and will not be regarded as resignation or termination under this clause.</li><li>• If a Grantee's employment with the Company terminates due to retirement, then all Options not vested in the Grantee as on the date of retirement shall vest as per the vesting schedule and can be Exercised by the Option Grantee within the Exercise Period. The vested Options can be exercised by the Grantee prior to the expiry of Exercise Period as specified in the Award Agreement.</li><li>• If a Grantee dies while in the employment of the Company/suffers Total and Permanent Disability, the Options that have been Granted but not Vested as on the date of Death / Total and Permanent Disability of the Grantee - shall</li></ul>
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		<p>forthwith vest in him or his legal heirs or designated nominees and such Options must be exercised as below:</p> <ol style="list-style-type: none"> <li>a. In case of death of Grantee, within 1 (one) year from the date of death or such extended time provided by the Nomination &amp; Remuneration Committee.</li> <li>b. In case of total and permanent disability of Grantee, within one year from the date of total and permanent disability or such extended time provided by the Nomination &amp; Remuneration Committee.</li> </ol> <p>Further such granted Options that have Vested but have not Exercised as on the date of death / total and permanent disability of the Grantee – shall be exercised within the Exercise Period as specified in the Award Agreement of the Grantee or such extended time provided by the Nomination &amp; Remuneration Committee.</p> <ul style="list-style-type: none"> <li>• In the event of a termination of employment for reasons other than referred above, all Options which have not vested will lapse forthwith. The vested Options can be exercised by the Employee prior to the expiry of Exercise Period or such extended period as determined by the Nomination and Remuneration Committee</li> </ul>
12.	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	The vested Options can be exercised by an Employee prior to the expiry of Exercise Period or within 90 days of date of termination, whichever is earlier, subject to conditions as specified in above clause 11 (and as per Clause 17 of the Scheme).
13.	Implementation and administration of the ESOP Plan	Implementation – Nomination and Remuneration Committee  Administration - Company Secretary
14.	Statement to the effect that the company shall comply with the applicable accounting standards.	Yes

The Company further undertakes that it shall comply with the applicable accounting standards.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the implementation of the ESOP Plan 2021.

The Board therefore recommends the Resolution set out at Item No. 2 of this EOGM Notice to the Members for their consideration and approval by way of Special Resolution.

Managing Director and CEO and Key Managerial Personnel of the Company in Band 4 and above may be concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of this EOGM Notice.

Except for the above mentioned, none of the Directors of the Company and their relatives are in any way concerned or interested, financially or otherwise.

**By Order of the Board of  
ManipalCigna Health Insurance Company Limited**

**Sd/-  
Gauri Takale  
Company Secretary**

**Place: Mumbai**

**Date: 13<sup>th</sup> September, 2023**