

SHORTER NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

CIN: U66000MH2012PLC227948

Regd. Office: 401/402, 4th 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 APRIL 28, 2023, FRIDAY AT 4:30 P.M. (IST), THROUGH VIDEO CONFERENCING (“VC”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO CONSIDER APPROVAL OF FURTHER ISSUE OF SHARES BY THE COMPANY BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS:

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

“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 16,71,98,659 Equity Shares aggregating to Rs.220,00,00,000, in one or more tranches, out of which 1,89,99,846 Equity Shares aggregating to Rs.25,00,00,000, will be issued, offered and allotted to following entities (existing shareholders) of the Company, by way of preferential issue on private placement basis, in the first tranche:

- 96,89,922 Equity Shares of Rs.10/- each at a premium of Rs.2.90 aggregating to INR 12,49,99,993.80 to MEMG Fund Advisors, LLP
- 93,09,924 Equity Shares of Rs.10/- each at a premium of Rs.3.4265 aggregating to INR 12,49,99,694.59 to Cigna Holdings Overseas, Inc.

RESOLVED FURTHER THAT Mr. Prasun Sikdar, Managing Director & CEO, Mr. Srikanth Kandikonda, Chief Financial Officer and Mr. Sameer Bhatnagar, Chief Compliance & Risk Officer be and are hereby authorised to determine and decide the fund requirements of the Company and accordingly offer remaining Equity shares not exceeding 16,71,98,659 to the following entities in one or more tranches from time to time;

- MEMG Fund Advisors, LLP at par (Rs.12.90)
- Cigna Holdings Overseas, Inc. at premium (Rs.13.4265)

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 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;

2. TO CONSIDER APPROVAL OF INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 61 (1)(a) and Section 13(1) of the Companies Act, 2013 and any other applicable provisions for the time being in force, consent of Members be and are hereby accorded to increase the Authorized Share Capital of the Company from Rs.1500,00,00,000/- (Rupees One Thousand Five Hundred Crores only) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari-passu in all respects with the existing shares of the Company;

RESOLVED FURTHER THAT any Director(s) and Company Secretary of the Company be and are hereby jointly and severally authorized to take and/or cause to be taken necessary steps to give effect to the above resolution.”

3. TO CONSIDER APPROVAL OF ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13(1) of the Companies Act, 2013 and all other applicable provisions, if any, the Clause V (a) of the Memorandum of Association of the Company be altered and substituted in the following manner:

“The Authorized Share Capital of the Company is Rs.2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Rs.10/- each (Rupees Ten only), with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being and with the power from time to time increase its capital, to further divide the shares in the capital for the time being, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for that time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in this behalf;

RESOLVED FURTHER THAT any Director(s) and Company Secretary of the Company be and are hereby jointly and severally authorized to take and/or cause to be taken necessary steps to give effect to this resolution.”

4. TO CONSIDER APPROVAL OF PERFORMANCE BONUS OF MR. PRASUN SIKDAR, MANAGING DIRECTOR AND CEO FOR THE FINANCIAL YEAR 2022-23:

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 and all other applicable provisions, if any, payment of Performance Bonus of Rs.1,17,74,268 ie. 85% of Target Bonus to Mr. Prasun Sikdar, Managing Director and CEO of the Company for the financial year 2022-23, be and is hereby approved.”

5. TO CONSIDER APPROVAL OF REVISION IN REMUNERATION OF MR. PRASUN SIKDAR, MANAGING DIRECTOR AND CEO FOR THE FINANCIAL YEAR 2023-24:

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 5th August, 2016 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”

6. TO CONSIDER APPROVAL OF AMENDMENT OF EMPLOYEE STOCK OPTION SCHEME 2021:

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) for the time being in force of the Act, amendment of the Employee Stock Option Scheme 2021 (ESOP Scheme 2021) of the Company be and is hereby approved, by amending Clause 11 as mentioned below:

Clause: 11. Vesting Period and Vesting Conditions shall be modified as follows:

Vesting of the Options granted under the ESOP 2021 shall be at least one year from the date of Grant and could be different for different Employees. The Vesting Period and schedule containing Vesting Conditions shall be provided in the Award Agreement with each Employee.

Any exception to the Vesting Conditions specified in the Award Agreement can be made only subject to Shareholders’ discretion. Subject to Shareholders’ approval, Board reserves the right to modify/amend the vesting conditions for grants made under the plan as per the provisions specified in clause 15.

As per the recommendation of NRC, approval of the Board and Shareholder’s, the following minimum vesting conditions will be applicable for the purpose of this ESOP 2021 scheme and will supersede the earlier vesting conditions mentioned in the original ESOP 2021 scheme:

- a. GWP growth of Company on cumulative basis is in line (at or better) than the growth rate of all Stand Alone Health Insurance (SAHI) Companies in India taken together, for the period starting from January 1, 2023 to December 31, 2024 (i.e during Calendar Year 2023 & Calendar Year 2024).
- b. The Company should not exceed the accumulated losses as per plan approved by the shareholders for CY2023 and CY2024 (on India GAAP basis). Further the plan for CY2023 shall refer to the business plan for the calendar year 2023 as has already been approved by the Board of the Company and plan for CY2024 shall refer to the business plan for the calendar year 2024 as shall be approved by the Board of the Company subsequently. Further any addition of major distribution partners done with shareholder approval, post finalisation of CY2023 plan & CY2024 plan, will be considered separately.

Any exception to the aforesaid criteria can be made only subject to NRC / Board / Shareholders' discretion.

RESOLVED FURTHER THAT Mr. Prasun Sikdar - Managing Director and CEO, Mr. Sameer Bhatnagar - Chief Compliance and Risk Officer and Ms. Gauri Takale - Company Secretary of the Company be and are hereby jointly and severally authorized on behalf of the Company, to sign, 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: 28th April, 2023**

NOTES:

1. In accordance with General Circular no. 2/2022 dated 05th May 2022, General Circular No. 21/ 2021 dated 14th December, 2021, 19/2021 dated 8th December, 2021, General Circular no. 21/2021 dated 14th December 2021, General Circular no. 02/2021 dated 13th January, 2021 and General Circular no.20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs read with Circulars dated 8th April, 2020 and 13th April, 2020; 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, 4th 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 4:15 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;
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;
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. 01:

To consider approval of issuance of Equity shares on preferential basis to MEMG FUND ADVISORS, LLP and CIGNA HOLDING OVERSEAS INC.

The Board at its meeting held on 28th April, 2023, 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 other applicable Acts, Rules, Regulations, Guidelines accorded its consent for the issue, offer and allotment of 16,71,98,659 Equity Shares aggregating to Rs.220,00,00,000, in one or more tranches, out of which 1,89,99,846 Equity Shares aggregating to Rs.25,00,00,000 will be issued, offered and allotted to following entities (existing shareholders) of the Company, by way of preferential issue on private placement basis, in the first tranche:

- 96,89,922 Equity Shares of Rs.10/- each at a premium of Rs. 2.90 aggregating to INR 12,49,99,993.80 to MEMG Fund Advisors, LLP
- 93,09,924 Equity Shares of Rs.10/- each at a premium of Rs.3.4265 aggregating to INR 12,49,99,694.59 to Cigna Holdings Overseas, Inc.

Further, the remaining Equity shares not exceeding 14,81,98,813 shall be offered to the following entities in one or more tranches from time to time depending on the fund requirements of the Company;

- MEMG Fund Advisors, LLP at premium (Rs.12.90)
- Cigna Holdings Overseas, Inc. at premium (Rs.13.4265)

The objects of the issue is to raise the capital of the Company. The Company proposes to issue 16,71,98,659 Equity Shares in total in one or more tranches and at prices as detailed above. The basis on which the prices have been arrived at is the Valuation Report issued by Ernst & Young Merchant Banking Services LLP (Registered Valuer). The relevant date with reference to the arrived price is 31st March 2023. The class of persons to whom the allotment is proposed to be made has been mentioned above. The intention of promoters i.e. MEMG Fund Advisors, LLP to subscribe 96,89,922 Equity Shares of Rs.10/- each at a premium of Rs.2.90/- and Cigna Holding Overseas Inc. to subscribe 93,09,924 Equity Shares of Rs.10/- each at a premium of Rs.3.4265 in the first tranche. The proposed time within which the allotment shall be completed is One year. There will be no change in control in the company consequent to the issue.

The proposed allottees MEMG Fund Advisors, LLP and Cigna Holding Overseas Inc, post preferential offer as per the first tranche will hold 42.19% and 49% of capital and after the remaining tranche will hold 43.03% and 49% respectively.

The Company has made allotment on 26th May, 2022, 28th July, 2022, 24th August 2022, 28th October 2022, 20th December 2022, 25th January 2023, 16th March 2023 in Financial year 2022-23 and further on 24th April 2023 on preferential basis during the current year.

The pre-issue and post-issue shareholding pattern of the Company after the first tranche will be as follows:

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	70,67,75,949	51%	71,64,65,871	51%
	Individual				
	Bodies corporate				
	Sub-total				
2	Foreign promoters	67,90,59,193	49%	68,83,69,117	49%
	Sub-total (A)	138,58,35,142	100%	1,40,48,34,988	100%
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
3	Private corporate bodies				
4	Directors and relatives				
6	Indian public				
7	others (including NRIs)				
	Sub-total (B)				
	GRAND TOTAL	138,58,35,142	100%	1,40,48,34,988	100%

The pre-issue and post-issue shareholding pattern of the Company after the remaining tranche will be as follows:

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	71,64,65,871	51%	79,20,47,266	51%
	Individual				
	Bodies corporate				
	Sub-total				
2	Foreign promoters	68,83,69,117	49%	76,09,86,535	49%
	Sub-total (A)	1,40,48,34,988	100%	1,55,30,33,801	100%
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
3	Private corporate bodies				
4	Directors and relatives				
6	Indian public				

7	others (including NRIs)				
	Sub-total (B)				
	GRAND TOTAL	1,40,48,34,988	100%	1,55,30,33,801	100%

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors recommends the Special Resolution set out at item no.1 of the Notice for approval by the Members.

ITEM NO. 2 and 3

To consider approval of increase in the Authorised share capital of the Company and alteration of the Capital clause of the Memorandum of Association of the Company

The Board of Directors of the Company at its meeting held on 28th April, 2023, had approved increase in the existing authorized share capital of the Company from Rs.1500,00,00,000/- (Rupees One Thousand Five Hundred Crores only) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari - passu in all respects with the existing shares of the Company.

The proposed increase in the Authorized capital will require alteration in Memorandum of Association.

Accordingly, the Clause V (a) of the Memorandum of Association of the Company be altered and substituted in the following manner:

“The Authorized Share Capital of the Company is Rs.2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Rs.10/- each (Rupees Ten only), with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being and with the power from time to time increase its capital, to further divide the shares in the capital for the time being, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for that time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in this behalf;

The Board of Directors accordingly recommends the resolution set out at Item No. 2 and 3 of the accompanying Notice for your approval. Your approval is sought by way of passing Ordinary Resolution.

None of the Directors, Managers and Key Managerial Personnel or their relative is interested or concerned in the aforesaid resolution.

Item no. 4:

To consider approval of performance bonus of Mr. Prasun Sikdar, Managing director and CEO for the financial year 2022-23:

Based on the Annual Performance Review and pursuant to the provisions of Section 34A of the Insurance Act, 1938 and all other applicable provisions, the proposal for revision in Remuneration of Mr. Prasun Sikdar, Managing Director & CEO for the Financial Year 2022-2023 was filed with Insurance Regulatory and Development Authority of India (IRDAI) on 19th May, 2022.

The approval of the remuneration including Performance Bonus of the Managing Director and CEO of the Company was subject to approval of IRDAI under the provisions of Section 34A of the Insurance Act, 1938 and shareholders of the Company.

IRDAI vide its email dated 6th June, 2022 had approved the payment of Performance bonus (Variable Pay) upto Rs.2,77,04,160/- ie. Maximum range of Performance bonus which is 200% of the Target Bonus (equivalent to Rs.1,38,52,080/-) to be paid to Mr. Prasun Sikdar - Managing Director and CEO of the Company for Financial year 2022-23.

In view of the above, the Board of Directors vide its resolution dated 28th April, 2023 had approved the Annual Performance Bonus of Rs.1,17,74,268 /- ie. 85% of the Target Bonus for the financial year 2022-23 to be paid to Mr. Prasun Sikdar - Managing Director and CEO of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 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. 5:

To consider approval of 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 6th 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 18th April, 2023 - subject to such terms and conditions as the IRDAI may impose while granting its approval.

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.

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

Based on the re-appointment terms and conditions, the Board of Directors, vide resolution dated 28th April, 2023 approved the revision in remuneration to Mr. Prasun Sikdar, Managing Director and CEO of the Company for the financial year 2023-24 as mentioned in “Annexure A”.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 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. 6:

To consider approval of amendment of Employee Stock Option Scheme 2021:

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on 6th March, 2023, had approved the revised Employee Stock Option Scheme 2019 by amending Clause 11 (Vesting Period and Vesting Conditions) in the said Scheme.

Further, it was also approved that, the changes with regards to the new minimum vesting conditions shall also be subsequently replicated for the Employee Stock Option Scheme 2021 of the Company to make it consistent, subject to approval of the Board of Directors and the Members of the Company at its subsequent meetings.

In view of the above, the Board at its meeting held on 28th April, 2023 accorded its consent for the amendment of Vesting Period and Vesting Conditions as specified in Clause 11 of the Employee Stock Option Scheme 2021 of the Company.

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 amendment of the Employee Stock Option Scheme 2021.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for your approval. Your approval is sought by way of passing a 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. 6 of this EGM 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: 28th April, 2023**