



हैल्थ इन्श्योरेंस टीपीए ऑफ इन्डिया लिमिटेड
HEALTH INSURANCE TPA OF INDIA LTD.
(IRDA LICENCE NO. 036)

Corporate Office and CPC: 2nd Floor, Majestic Omnia Building, A-110, Sector-4, Noida (U.P.) – 201301
Phone - +91 120 4765800 Fax: +91 120 4765899 Toll Free Nos.: 1800 102 3600, 1800 180 3600 Website: www.hitpa.co.in
CIN - U85100DL2013PLC256581

NOTICE OF THE 4TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 4th Annual General Meeting of the members of Health Insurance TPA of India Limited will be held on **Wednesday, the 27th day of September, 2017** at 1.00 PM at **The Board Room, General Insurers' [Public Sector] Association of India, Ground Floor, Jeevan Tara Building, Parliament Street, New Delhi-110001** to transact the following business:

As Ordinary Business

Item no.1

Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017, statement of Profit and Loss Account and Cash Flow Statement for the year ended 31st March, 2017 together with the Report of Board of Directors and Auditors thereon.

Item no.2

Reappointment of Sh. K. Sanath Kumar as Director

To reappoint Sh. K. Sanath Kumar (DIN: 03444096) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Item no.3

Reappointment of Ms Alice G. Vaidyan as Director

To reappoint Ms. Alice G. Vaidyan (DIN:07394437) as Director, who retires by rotation and being eligible, offers herself for re-appointment.

Item no.4

Fixation of Remuneration of the Statutory Auditors appointed by CAG

To fix the remuneration of the Statutory Auditors, M/s Arun Singh & Co. (Firm Regn. no. 011863N), Chartered Accountants by passing the following resolution as Ordinary Resolution:

"WHEREAS M/s Arun Singh & Co., Chartered Accountants, are appointed by The Comptroller and Auditor General of India, as Statutory Auditors of the Company under Section 139(5) of the Companies Act, 2013 vide CAG letter No. CA.V/COY/Central Government, HITIL(O)/495 dated 02.08.2017 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company".

"AND WHEREAS M/s Arun Singh & Co. have consented to act as the Statutory Auditors of the Company as per their letter dt.11th August, 2017".

"NOW THEREFORE IT IS RESOLVED THAT the Board of Directors of the Company are hereby authorised to fix the remuneration of M/s Arun Singh & Co., Statutory Auditors in connection with the audit of the Accounts of the Company for the financial year ending 31st March, 2018."

As Special Business

Item no.5

Regularisation of Sh. A.V. Girija Kumar as the Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time, Sh. A.V. Girija Kumar (DIN: 02921377) who was appointed by the Board of Directors as Additional Director on the Board with effect from 19.06.2017 and who holds office upto this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from The Oriental Insurance Company Limited and a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item no. 6

Appointment/ Regularisation of Sh. Nagaraja Sarma Maddipatla as the Director of the Company

Subject to the approval of the Board of Directors to the appointment of Sh. Nagaraja Sarma Maddipatla as Additional Director at the Board Meeting which shall be held prior to the 4th Annual General Meeting of the Company, to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time, Sh. Nagaraja Sarma Maddipatla (DIN:06734357) who was appointed as an Additional Director on the Board of the Company and who holds office up to this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from United India Insurance Company Limited and a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item no.7

Regularisation of Sh. Suresh Kumar Mehra as the Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time, Sh. Suresh Kumar Mehra (DIN:07680564) who was appointed by the Board of Directors as Additional Director on the Board with effect from 24.01.2017 and who holds office upto this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from The Oriental Insurance Company Limited along with a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

Item no.8

Appointment of Sh. Suresh Kumar Mehra as Managing Director & CEO of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions(if any) of the Companies Act, 2013 or any Statutory amendment or re-enactment thereof and the Articles of Association of the Company, Company hereby approves the

appointment of Sh. Suresh Kumar Mehra (DIN : 07680564) as the Managing Director and CEO of the Company w.e.f. 24.01.2017 i.e. the date of his appointment as Managing Director & CEO by the Board, for a period of four years or his reaching his age of superannuation whichever is earlier upon terms and conditions including remuneration, pay, perquisites, benefits and reimbursements etc. as per service regulations applicable to General Manager in The Oriental Insurance Company Limited with a proviso that in case of any revision in the salary or perks applicable to the cadre of GM in The Oriental Insurance company Limited due to grant of annual increment or otherwise, his salary in the Company shall be upgraded as per the revised grade and emoluments applicable to the cadre of GM in The Oriental Insurance company Limited."

"RESOLVED FURTHER THAT in addition to the remuneration he is entitled to in accordance with the Service Regulations applicable to General Manager Cadre(Scale VII) of The Oriental Insurance Company Ltd, he shall be paid deputation allowance @ 15% of Basic Pay plus DA per month and shall be entitled to avail of facilities of any one club of his choice in Delhi and that the remuneration be considered and paid as minimum remuneration whether the Company earns any profits or not during this period."

"RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorised to take all such actions as may be necessary for obtaining the required approvals and to sign and file all necessary documents, applications, returns, intimations with the Registrar of Companies/ Ministry of Company Affairs or to such other Statutory Authorities as may be necessary and to do all such acts, deed, matters and things, as she may deem fit in this regard."

Registered Office:

NBCC Centre, Office no.301,
Maa Anand Mai Marg, Okhla Phase I
New Delhi-110020

By the order of the Board of Directors


Jyoti Rawat
Company Secretary

Date : 20th September, 2017
Place : New Delhi

Notes

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.
2. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item no.5

Regularisation of Sh. A.V. Girija kumar as the Director of the Company

Sh. A.V. Girija Kumar (Age 57), was earlier representing United India Insurance Company Limited on the Board of the Company. He was appointed as the Additional Director of the Company on 10th April, 2017 (being Officiating Chairman cum Managing Director, United India Insurance Company Ltd). Following his appointment as Chairman cum Managing Director of The Oriental Insurance Co. Ltd in May, 2017, Sh. A.V. Girija Kumar ceased to be the Director representing United India Insurance Company Limited and was appointed as an Additional Director under Section 161 of the Companies Act, 2013 representing The Oriental Insurance Company Ltd. w.e.f. 19th June, 2017. He holds the office of Additional Director till the date of the 4th Annual General Meeting of the Company and is eligible for appointment.

Sh. Girija Kumar, presently the Chairman cum Managing Director of The Oriental Insurance Company Ltd., started his career as an A.A.O in The New India Assurance Company Limited. He holds a Master Degree in Business Administration from Jawaharlal Nehru Technological University. He held various positions including that of Divisional Manager, Senior Divisional Manager, Regional Chief, Deputy General Manager, General Manager and whole time Director handling variety of portfolios including operations, Techno-marketing, Foreign Business Development and Investment. On secondment, he was posted as General Manager (Non-life), Saudi Indian Company for Cooperative Insurance in Saudi Arabia. His responsibilities included facilitating an IPO to raise capital and completing the legal formation of the Company in the Kingdom of Saudi Arabia. He has been the Director & General Manager and also Officiating CMD of National Insurance Co. Ltd and United India Insurance Co. Ltd.

As a director of the Company, he has attended one (1) Board Meeting. He is not member of any Committee. He does not hold any share in the Company.

The Company has received a notice in writing from The Oriental Insurance Company Ltd. and deposit of Rs.1,00,000/- (Rupees One lakh only) under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Sh. A.V. Girija Kumar shall represent The Oriental Insurance Company Ltd on the Board of the Company and shall not be entitled to any sitting fees or other remuneration for the same.

None of the directors and Key Managerial Personnel of the Company and/or their relatives except Sh. A.V. Girija Kumar is concerned or interested in the Resolution

The Board recommends the resolution set forth in Item No.5 for the approval of the Members.

Item no.6

Appointment/ Regularisation of Sh. Nagaraja Sarma Maddipatla as the Director of the Company

Sh. Nagaraja Sarma Maddipatla (Age 59) is nominated by United India Insurance Company Limited for appointment as Director on the Board of the Company. He is proposed to be appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 to hold office till the date of the 4th Annual General Meeting of the Company. The proposal for his appointment as Additional Director shall be taken up for consideration in the 24th Board Meeting which is scheduled to be held on 27th September, 2017 prior to the 4th Annual General Meeting.

Sh. Nagaraja Sarma Maddipatla is presently the Chairman cum Managing Director of United India Insurance Company Ltd. He started his career in the Industry as A.A.O. in The New India Assurance Company Limited. He held various positions including that of Divisional Manager, Senior Divisional Manager, Regional Manager, Deputy General Manager, General Manager and whole time Director handling variety of portfolios including operations, I.T., Investment, Cargo/Hull/ Aviation, Engineering and Health departments. He has held the position of Managing Director & CEO of the Kenindia Assurance Company Ltd., Kenya and Health Insurance TPA of India Limited. He is a Post- graduate in Economics, a Law Graduate and an Associate of the Insurance Institute of India.

The Company has received a notice in writing from United India Insurance Company Ltd. and deposit of Rs.1,00,000/- (Rupees One lakh only) under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Sh. Nagaraja Sarma Madipatla shall represent United India Insurance Company Ltd on the Board of the Company and shall not be entitled to any sitting fees or other remuneration for the same. He does not hold any share in the Company.

None of the directors and Key Managerial Personnel of the Company and/or their relatives except Sh. Nagaraja Sarma Maddipatla is concerned or interested in the Resolution

The Board recommends the resolution set forth in Item No.6 for the approval of the Members.

Item no.7 & 8

Regularisation of Sh. Suresh Kumar Mehra as Director & his appointment as Managing Director & CEO of the Company.

Consequent upon transfer of Sh. Nagaraja Sarma Maddipatla to The Oriental Insurance Company Limited on 26th December, 2016, Sh. Nagaraja Sarma Maddipatla ceased to be the Managing Director & CEO of the Company.

The Nomination & Remuneration Committee in its meeting held on 24th January, 2017 recommended the appointment of Sh. Suresh Kumar Mehra as Managing Director & CEO of the Company for a period of four years or his reaching the age of superannuation whichever is earlier

upon the same terms and conditions including remuneration, pay, perquisites, benefits and reimbursements etc. as per service regulations applicable to General Manager in The Oriental Insurance Company Limited. In addition, the Nomination & Remuneration Committee recommended that Sh. Suresh Kumar Mehra be paid deputation allowance @ 15% of Basic Pay plus DA per month and that he be entitled to avail of the facilities of any one club of his choice in Delhi.

Based on the recommendations of the Nomination & Remuneration Committee, Sh. Suresh Kumar Mehra was appointed as Additional Director and then as the Managing Director & CEO of the Company at the Board Meeting held on 24th January, 2017 for a period of four years or his reaching the age of superannuation whichever is earlier and on the terms, conditions and remuneration recommended by the Nomination and Remuneration Committee subject to approval of the shareholders at this Annual General Meeting.

Sh. Suresh Kumar Mehra (age 56) is a General Manager (Scale VII cadre) on deputation from The Oriental Insurance Company Limited. He has been associated with the Insurance Industry for more than 30 years. Starting his career in the Industry as A.A.O. in The Oriental Insurance Company Limited, he worked in various areas of operations including heading Divisional Office and being the Chief Administrative Officer at National Insurance Academy, Pune. He is a Post-graduate in History. Except Health Insurance TPA of India Limited, he does not hold directorship in any other Company. Since his appointment, he has attended 3 Board Meetings as MD & CEO. Presently he is not a member of any Committees of the Board. He does not hold any share in the Company.

He is eligible for appointment as Managing Director & CEO of the Company as per the provisions and conditions laid down in Section 196, 197, Schedule V of the Companies Act, 2013.

The Company has received a notice in writing from The Oriental Insurance Company Limited along with deposit of Rs.1,00,000/- (Rupees One lakh only) under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Hence, it is recommended that Sh. Suresh Kumar Mehra be regularised as Director and then appointed as Managing Director & CEO of the Company.

None of the directors and Key Managerial Personnel of the Company and/or their relatives except Sh. Suresh Kumar Mehra is concerned or interested in the Resolution.

The Board recommends the resolutions set forth in Item No.7 & 8 for the approval of the Members.

By the order of the Board of Directors


JYOTI RAWAT
Company Secretary

Place : New Delhi

Date : 20th September, 2017

**Form No. MGT-11
ANNUAL GENERAL MEETING**

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

**HEALTH INSURANCE TPA OF INDIA LIMITED
CIN: U85100DL2013PLC256581**

Regd. office: NBCC Centre, Office no. 301, Maa Anand Mai Marg, Okhla Phase-I, New Delhi-110020

Name of the member(s)
Registered address

E-mail ID :
Folio No./Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, the 27th September, 2017 at 1.00 PM at The Board Room, General Insurers' [Public Sector] Association of India, Ground Floor, Jeevan Tara Building, Parliament Street, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	Optional	
		For	Against
	Ordinary Resolution		
1.	Adoption of Accounts.		
2.	Reappointment of Sh. K. Sanath Kumar as Director		
3.	Reappointment of Ms. Alice G. Vaidyan as Director		
4.	Fixation of Remuneration of the Statutory Auditors appointed by CAG		
5.	Regularisation of Sh. A.V. Girija Kumar as Director		
6.	Appointment/ Regularisation of Sh. Nagaraja Sarma Maddipatla as Director		
7.	Regularisation of Sh. Suresh Kumar Mehra as Director		
	Special Resolution		
8.	Appointment of Sh. Suresh Kumar Mehra as Managing Director & CEO		

Signed this day of September, 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Detailed statement regarding the Company and the proposed Managing Director and CEO as provided under Section II, part II of Schedule V of the Companies Act, 2013

I. General Information

1	Nature of Industry	Third Party Administrator in the field of Health Services
2	Date or expected date of commencement of commercial production	The Company has already started operations
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
4	Financial performance based on given indicators	Income during the financial year 2016-17- Rs.8,73,75,444/- Profit before tax (2016-17) - Rs.(-3,73,59,670/-) Profit after tax (2016-17) - Rs.(-3,73,59,670/-)
5	Foreign Investments or Collaborations, if any	None

II. Information about the appointee

1	Background details	General Manager on deputation from The Oriental Insurance Co. Ltd.
2	Past remuneration	As per GM, The Oriental Insurance Company Ltd.
3	Recognition or awards	-
4	Job profile and his suitability	General administration and Management of Company- Sh. S.K. Mehra has an experience of more than 30 years in the Insurance Industry
5	Remuneration proposed	As per explanatory statement attached
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration proposed is the same as paid to General Manager in Public Sector General Insurance Companies.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	None

III. Other information

1	Reasons of loss or inadequate profits	Company is in initial stages of operations. Major expenses relate to development of Software for operations
2	Steps taken or proposed to be taken for improvement	As Company scales up operations and acquire more business from promoter companies, Company is expected to make profits.
3	Expected increase in productivity and profits in measurable terms	Company is given a target of Rs.50 crores as TPA fees for the financial year 2017-18. Company expects to break even in the current financial year.

IV. Disclosures

Disclosure regarding details of remuneration of the directors is made in the Directors' Report.