



NOTICE

Notice is hereby given that 22nd Annual General Meeting of the Members of Medi Assist Healthcare Services Limited ("the Company") will be held on Wednesday, September 28, 2022 at 1000 Hrs. at the Registered Office of the Company at Tower D, 4th Floor, IBC Knowledge Park, No. 4/1, Bannerghatta Road, Bangalore – 560 029 to transact the following business at shorter notice:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including the Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2022, together with the Reports of the Director's and Auditor's thereon.
2. To declare final dividend on Equity Shares at the rate of 37.80% (Thirty seven point eight percent) [i.e. Rs. 1.89/- (Rupee one and paise eighty-nine only)] per Equity Share of face value of Rs. 5/- (Rupees Five Only) for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Satish Gidugu (DIN: 06643677), Whole -Time Director & Chief Executive Officer, who retires by rotation and being eligible, offers himself for re-appointment.

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 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr. Satish Gidugu (DIN: 06643677), Whole -Time Director & Chief Executive Officer of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company who is liable to retire by rotation."

4. To appoint the statutory auditors of the Company for a period of five years.

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

"RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications and re-enactments, for the time being in force), and recommendation of the Audit Committee and the Board, M/s. MSKA & Associates, Chartered Accountants (FRN- 105047W) be and is hereby appointed as the statutory auditors of the Company for a period of five years, from the conclusion of the 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2027-28 at such remuneration as may be mutually agreed between the Audit Committee of the Board of Directors and the auditors.

Medi Assist Healthcare Services Limited

CIN – U74900KA2000PLC027229

Registered Office : Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029.

Phone : +91 - 80 - 6919 0000. Email : ask@mediassist.in web : www.mediassist.in

RESOLVED FURTHER THAT any one Director or Ms. Megha Madoo, Chief Compliance Officer and Company Secretary of the Company be and is hereby severally authorized to sign necessary papers and file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be considered necessary to give effect to the said resolution.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

SPECIAL BUSINESS

5. To consider and approve the revision in remuneration of Dr. Vikram Jit Singh Chhatwal, Chairman cum Whole-Time Director of the Company

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

“RESOLVED THAT in partial modification of the special resolution passed by the members of the Company at their EGM held on March 15, 2021, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision, by way of increment, in the remuneration of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) Chairman cum Whole-Time Director of the Company with effect from July 01, 2022, upon the principal terms and conditions contained in the original employment agreement and set out in the explanatory statement annexed hereto; including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Dr. Vikram Jit Singh Chhatwal and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT where in any financial year during the tenure of the Chairman cum Whole-Time Director, the Company has no profits or the profits are inadequate, the aforesaid remuneration or remuneration as approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Mr. Satish Gidugu, Whole-Time Director & CEO, Mr. Mathew George, Chief Financial Officer and Ms. Megha Madoo, Chief Compliance Officer & Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to this resolution.”

6. To consider and approve the revision in remuneration of Mr. Satish Gidugu, Whole-Time Director and Chief Executive Officer of the Company

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

“RESOLVED THAT in partial modification of the special resolution passed by the members of the Company at their EGM held on March 15, 2021, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision, by way of increment, in the remuneration of Mr. Satish Gidugu (DIN: 06643677), Whole-Time Director and Chief Executive Officer with effect from July 01, 2022 upon the principal terms and conditions contained in the original employment agreement and set out in the explanatory statement annexed hereto; including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner, as may be agreed to between the Board of Directors and Mr. Satish Gidugu and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT where in any financial year during the tenure of the Whole-Time Director and Chief Executive Officer, the Company has no profits or the profits are inadequate, the aforesaid remuneration or remuneration as approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Dr. Vikram Jit Singh Chhatwal, Chairman cum Whole-Time Director, Mr. Mathew George, Chief Financial Officer and Ms. Megha Matoo, Chief Compliance Officer & Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to this resolution.”

7. To approve payment of commission to Independent Directors of the Company

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 sections 149, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the Articles of Association of the Company, and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the payment of remuneration by way of commission a sum of ██████████ ██████████ to each of the Independent Director for the financial year 2021-22 as mentioned below:

S. No.	Name of Independent Director	Amount of Commission (in INR) for FY 2021-22
1	Mr. Ananda Mukerji	██████████
2	Mr. Gopalan Srinivasan	██████████
3	Mr. Anil Chanana	██████████
4	Ms. Ritu Anand	██████████
5	Ms. Himani Kapadia	██████████
	Total	██████████

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Independent Directors for attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Dr. Vikram Jit Singh Chhatwal, Chairman cum Whole-Time Director, Mr. Satish Gidugu, Whole-Time Director & CEO and Ms. Megha Matoo, Chief Compliance Officer & Company Secretary of the Company be and are hereby severally authorized to sign necessary papers and file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be considered necessary to give effect to the said resolution.

**By the Order of the Board of Directors
For Medi Assist Healthcare Services Limited**

Date: September 23, 2022

Place: Bangalore

**Megha Matoo
Chief Compliance Officer & Company Secretary
Membership No: F10665**



NOTES:

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
- The instruments of form in order to be effective, should be deposited at the registered office of the company, duly completed and signed, before the commencement of the meeting.
- A proxy form (MGT-11) is sent herewith.
- The meeting is being convened at shorter notice with the consent of the members by virtue of the proviso to section 101(1) of the Companies act, 2013.
- Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto.
- All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by members on all working days, except Sundays and public holidays, during the business hours of the Company prior to the date of the Annual General Meeting and will also be available for inspection at the meeting.
- The Notice is being sent to all the Members whose names appear in the records of the Company as on **September 23, 2022**.
- Participation through electronic mode is not available.
- The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended March 31, 2022 is September 23, 2022.
- Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Members are requested to immediately inform the Company of their change of address.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4:

To appoint the statutory auditors of the Company for a period of five years.

Though not mandatory, this statement is provided for understanding.

The Company had appointed M/s. MSKA & Associates, Chartered Accountants, (FRN 105047W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Co LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) for the financial year 2021-22, from the conclusion of the Extraordinary General Meeting held on December 21, 2021 till the conclusion of the 22nd Annual General Meeting ("AGM") of the company to be held in the year 2022. The term of the statutory auditors expires at this AGM.

The Audit Committee and the Board of Directors of the Company ('the Board'), have recommended the appointment of M/s. MSKA & Associates, Chartered Accountants, (FRN 105047W), as the Statutory Auditors of the Company for a period of five years, from the conclusion of the 22nd AGM till the conclusion of the 27th AGM of the Company to be held in the year 2027-28 for the approval of the members of the Company.

The Audit Committee and the Board had considered various parameters and found M/s. MSKA & Associates, Chartered Accountants, (FRN 105047W) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. MSKA & Associates, Chartered Accountants, (FRN 105047W) have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provision of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014

The Board of Directors recommends passing of the Ordinary resolution for the approval of members as contained in item No. 4 of the notice of Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives are in any way (financially or otherwise) concerned or interested in the said resolution.

ITEM NO. 5:

To consider and approve the revision in remuneration of Dr. Vikram Jit Singh Chhatwal, Chairman cum Whole-Time Director of the Company

The members vide a special resolution, at their EGM held on March 15, 2021 approved the appointment of Dr. Vikram Jit Singh Chhatwal (DIN: 01606329) as Chairman cum Whole-Time Director of the Company for a period of five years with effect from March 01, 2021 to February 28, 2026 on the terms and conditions in accordance with the Companies Act, 2013 and

such other laws as may be applicable. A brief profile of Dr. Chhatwal forms part of the explanatory statement.

Brief Profile of Dr. Vikram Jit Singh Chhatwal pursuant to Clause 1.2.5 of Secretarial Standard-2

Name of Director	Dr. Vikram Jit Singh Chhatwal
Date of Birth	June 11, 1969
Date of First Appointment	March 30, 2007
Qualification	Dr. Chhatwal holds a Bachelors' degree in medicine and surgery (MBBS) from Jawaharlal Nehru Medical College, Belgaum, Doctor of Philosophy (PhD) from the National University of Singapore, Masters' in international business from Ecole des Ponts ParisTech, Paris and a Post-Graduate diploma in public health administration from the Institute of Health Care Administration, Chennai.
Shareholding of Director	He holds ████████ equity shares of the Company and ████████ equity shares jointly with Medimatter Health Management Private Limited.
Directors Inter-se relationship & the KMP	None
Years of experience	28 years of experience
Number of Board Meetings attended in FY 2021-22	9
Area of expertise	Dr. Chhatwal has been associated with the Company as a Director since 2007. He was previously associated with Apollo Health Street, Apollo Hospitals, Reliance Capital and Advent India PE Advisors.
Terms and conditions of revision in remuneration/ details of remuneration sought to be paid	In accordance with the terms and conditions of the original employment agreement. Details of remuneration sought to be paid, forms part of the disclosures under Part II of Schedule V of the Act.
Details of remuneration last drawn (FY 2021-22)	██████████
Directorship in other companies	1. VSMM Consultants Private Limited 2. Medimatter Health Management Private Limited 3. Medi Assist Insurance TPA Private Limited
Memberships/Chairmanships of committees in other companies	None

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Dr. Chhatwal, the Company has no profits or its profits are inadequate, the Company will pay to the Dr. Chhatwal, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive Remuneration as specified above in accordance with applicable law.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 5 is annexed hereto as Annexure-A.

Members are requested to note that in terms of provisions of the Act including Section 196, 197 read with Schedule V, the said payment of remuneration requires approval of the Members of the Company by way of a Special Resolution.

The Board recommends the resolution for approval of the Members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Dr. Vikram Jit Singh Chhatwal are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice. Dr. Vikram Jit Singh Chhatwal does not have any relationship with other Directors, managers and other Key Managerial Personnel of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

To consider and approve the revision in remuneration of Mr. Satish Gidugu, Whole-Time Director and Chief Executive Officer of the Company

The members vide a special resolution, at their EGM held on March 15, 2021, approved the appointment of Mr. Satish Gidugu as a Whole-Time Director and Chief Executive Officer of the Company for a period of five years with effect from March 01, 2021 to February 28, 2026, on the terms and conditions in accordance with the Companies Act, 2013 and such other laws as may be applicable. A brief profile of Mr. Satish Gidugu forms part of the explanatory statement.

Brief Profile of Mr. Satish Gidugu pursuant to Clause 1.2.5 of Secretarial Standard-2

Name of Director	Mr. Satish Gidugu
Date of Birth	August 30, 1977
Date of First Appointment	April 01, 2020
Qualification	Mr. Satish holds a Bachelors' degree in Technology from the Indian Institute of Technology, Madras.
Shareholding of Director	None
Directors Inter-se relationship & the KMP	None

Years of experience	24 years of experience
Number of Board Meetings attended in FY 2021-22	9
Area of expertise	Mr. Gidugu has been associated with the Medi Assist group since 2013. He was previously associated with Pilani Soft Labs Private Limited, Photon Infotech Private Limited, SAP Labs India Private Limited, YASU Technologies Private Limited, Intergraph Consulting Private Limited and Mahindra-British Telecom Limited.
Terms and conditions of revision in remuneration/ details of remuneration sought to be paid	In accordance with the terms and conditions of the original employment agreement. Details of remuneration sought to be paid, forms part of the disclosures under Part II of Schedule V of the Act.
Details of remuneration last drawn (FY 2021-22)	██████████
Directorship in other companies	1. Medimatter Health Management Private Limited 2. Medi Assist Insurance TPA Private Limited
Memberships/Chairmanships of committees in other companies	None

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Mr. Satish, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Satish, remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission and Incentive Remuneration as specified above in accordance with applicable law.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 6 is annexed hereto as Annexure-A.

Members are requested to note that in terms of provisions of the Act including Section 196, 197 read with Schedule V, the said payment of remuneration requires approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution for approval of the Members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Mr. Satish Gidugu are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice. Mr. Satish does not hold any shares in the Company and does not have any relationship with other Directors, managers and other Key Managerial Personnel of the Company. As part of Employee Stock Option Scheme 2013, Mr. Satish Gidugu has stock options.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7**Approval for Payment of commission to Independent Directors of the Company**

Owing to the dynamic and competitive business environment, stringent accounting standards and corporate governance norms, there has been a significant increase in the responsibilities of the Independent Directors ("ID's"). Hence it is considered prudent and appropriate to pay commission to the ID's of the Company and the Company proposes payment of adequate remuneration to the ID's for giving their time and expertise to the Company. Pursuant to the provisions of Section 149, 197, 198 and Part II of Schedule V of the Act, the approval of shareholders is being sought by way of a Special Resolution for payment of remuneration, by way of commission, a sum of [REDACTED] to each of the Independent Director, for the financial year 2021- 22 as mentioned below:

S. No.	Name of Independent Director	Amount of Commission (in INR) for FY 2021-22
1	Mr. Ananda Mukerji	[REDACTED]
2	Mr. Gopalan Srinivasan	[REDACTED]
3	Mr. Anil Chanana	[REDACTED]
4	Ms. Ritu Anand	[REDACTED]
5	Ms. Himani Kapadia	[REDACTED]
	Total	[REDACTED]

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto as Annexure-A.

The Board recommends the resolution for approval of the Members of the Company.

None of the Whole-Time Directors, key managerial personnel and relatives of Whole-Time Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Independent Directors shall be deemed to be concerned or interested in the resolution set out in item no. 7 of the Notice to the extent of their remuneration amount.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**By the Order of the Board
For Medi Assist Healthcare Services Limited**



**Megha Matoo,
Chief Compliance Officer & Company Secretary
Membership No: F10665**

Date: September 23, 2022

Place: Bangalore



ANNEXURE A

INFORMATION PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information about the Company

Nature Of Industry	Healthcare Services Sector (a technology-led Company that plays a crucial role in the health insurance ecosystem)				
Date Or Expected Date Of Commencement Of Commercial Production	Not Applicable, as the Company is an existing company.				
In Case Of New Companies, Expected Date Of Commencement Of Activities As Per Project Approved By Financial Institutions Appearing In The Prospectus	Not Applicable				
Financial Performance Based On Given Indicators	(All amounts are in INR Millions)				
		Consolidated		Standalone	
	Particulars	2021-22	2020-21	2021-22	2020-21
	Total Revenue		3452.90		986.01
	Profit/ (Loss) before tax		610.40		427.10
	Tax expenses		230.35		76.92
	Profit/ (Loss) after tax		380.05		350.18
Total comprehensive Income/(Loss) for the year		262.74		358.50	
Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaborations in the financial year 2021-22.				

II. Information about the appointee(s):

A. Whole-Time Directors of the Company

Particulars	Dr. Vikram Jit Singh Chhatwal	Mr. Satish Gidugu
Background details	Dr. Chhatwal holds a Bachelors' degree in medicine and surgery from the Jawaharlal Nehru Medical College, Belgaum, doctor of philosophy from the National University of Singapore, masters' degree in business administration in international management from Ecole Nationale Des Ponts et Chaussées, Paris and a post-graduate diploma in public health administration from the Institute of Health Care Administration, Chennai. He was previously associated with Apollo Health Street, Indraprastha Apollo Hospitals, Reliance Capital Limited, Advent India PE Advisors Private Limited and was a member of the NUS President's Advancement Advisory Council.	Mr. Satish holds a Bachelors' degree in Technology from the Indian Institute of Technology, Madras. He was previously associated with Pilani Soft Labs Private Limited, Photon Infotech Private Limited, SAP Labs India Private Limited, YASU Technologies Private Limited, Intergraph Consulting Private Limited and Mahindra- British Telecom Limited.
Past remuneration		
Recognition or awards	NA	Excellence in providing Holistic Healthcare Solutions at Elsts Healthcare Excellence Awards 2022- Leader Award
Job profile and his suitability	Dr. Chhatwal has been associated with the Company as a Director since 2007, he is currently employed as the Chairman cum Whole-Time Director of the Company. Dr. Chhatwal has also served as the Whole-Time Director of the Company's Wholly – Owned Subsidiary viz. Medi Assist Insurance TPA Private Limited. The Board will benefit from his experience and expertise in the field of healthcare, strategy, governance and leadership.	Mr. Satish has been associated with the Medi Assist group since 2013- he joined Medi Assist on October 7, 2013 as Chief Technology Officer and was re-designated as Chief Operating Officer of the Company on January 12, 2015. Mr. Satish comes with an innovative and versatile experience in operations, technology, team building, strategy, product development and overall customer experience. He is an accomplished leader with a track record of value creation for the company and for customers. Over 23 years of diversified experience makes Mr.

		Satish a flawless leader and a great problem solver and the Board will benefit from his experience and expertise.
Remuneration proposed		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Given the vast experience and expertise of Dr. Chhatwal and considering the responsibility shouldered by him of the enhanced business activities of the Company, the proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Given the vast experience and expertise of Mr. Satish and considering the responsibility shouldered by him of the enhanced business activities of the Company, the proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Dr. Chhatwal hold [REDACTED] equity shares of the Company and [REDACTED] equity shares jointly with Medimatter Health Management Private Limited and is interested to the extent of the shares held by him.	Mr. Satish does not hold any equity shares of the Company. As part of Employee Stock Option Scheme 2013, Mr. Satish Gidugu has [REDACTED] vested stock options as on 31 st March 2022.

B. Independent Directors

Particulars	Mr. Anil Chanana	Dr. Ritu Anand	Mr. Gopalan Srinivasan	Ms. Himani Kapadia	Mr. Ananda Mukerji
Background details	Mr. Anil Chanana holds a bachelors' degree in commerce (honours) from the University of Delhi and is also an associate member of the Institute of Chartered Accountants of India. He was previously associated with	Dr. Ritu Anand, holds a degree of doctor of philosophy from University of Mumbai. She is a Senior Vice President at Tata Consultancy Services and has been involved with Tata Consultancy Services for over three decades now.	Mr. Gopalan Srinivasan holds a Bachelor's degree in commerce from the University of Madras. He is an associate of The Institute of Cost Accountants of India and a fellow of the Federation of Insurance Institutes. He was previously	Ms. Himani Kapadia holds a Bachelors' degree in commerce from the University of Mumbai. She is also an associate member of the Institute of Chartered Accountants of India. She is currently the	Mr. Ananda Mukerji holds a Bachelors' degree in technology from the Indian Institute of Technology, Kharagpur and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He was

	Ansaldo Impianti, CMC Limited and was the Chief Financial Officer at HCL Technologies Limited for nine years (during 2009 to 2018).		the Chairman cum Managing Director of the United India Insurance Company Limited and Chairman cum Managing Director for The New India Assurance Company Limited.	Chief Operating Officer at MORE - Global Production (Part of Oliver India and Inside Ideas Group), and was previously associated with Publicis Group as CEO for its agencies, SapientRazorfish and Digitas.	previously associated with ICICI Bank Limited, Firstsource Solutions Limited, and is currently the Executive Chairman of Anunta Technology Management Services Limited.
Past remuneration (exclusive of sitting fees paid)	Nil	Nil	Nil	Nil	Nil
Recognition or awards	NIL	NIL	NIL	NIL	NIL
Job profile and his/her suitability	The Board and the Company will continue to benefit from Mr. Anil's expertise in the fields of operations management, Finance, Governance, Strategy, and Leadership.	The Board and the Company will continue to benefit from Dr. Ritu's expertise in the fields of Personnel management, Governance, Strategy, and Leadership.	The Board and the Company will continue to benefit from Mr. Srinivasan's expertise in the fields of operations management, Finance Governance, Strategy, domain expertise and Leadership.	The Board and the Company will continue to benefit from Ms. Himani's expertise in the fields of operations management, Finance, Governance, Strategy, and Leadership.	The Board and the Company will continue to benefit from Mr. Ananda's expertise in the fields of operations management, Finance Governance, Strategy, and Leadership.
Remuneration proposed	Payment of remuneration by way of commission, a [REDACTED] only) to each Independent Director. Payment of remuneration to the Independent Directors by way of commission is in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013. In the event of any loss, absence or inadequacy of the profits of the Company in any financial year, commission or yearly remuneration will be paid to the Independent Directors in terms of Section II of Part II of Schedule V of the Companies Act, 2013.				

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Payment of commission to the Independent Directors is in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013. Considering the responsibility shouldered by the Independent Directors, the commission proposed is commensurate with industry standards in similar sized and similarly positioned Companies.				
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	None.	None.	None.	None.	None.

III. Other Information

Reasons of loss or inadequate profits (with reference to Section 197 of the Act, read with Schedule V, for the determination of overall managerial remuneration)	At a Consolidated level, the Company has adequate profits for the year ended March 31, 2022 as stated in above Point 4 on 'General Information about the Company'. On a Standalone basis for the financial year ended March 31, 2022, managerial remuneration is paid in excess of the limits prescribed in Section 197. Managerial remuneration for Directors is therefore determined based on consolidated business including wholly owned subsidiary company MAITPA.
Steps taken or proposed to be taken for improvement	The Company continues to perform in line with expectation and is expected to continue to improve its performance and profitability on a standalone basis.
Expected increase in productivity and profits in measurable terms	The Company at a consolidated level will continue to remain profitable. The new business lines will add to the growth in the profitability.

**By the Order of the Board of Directors
For Medi Assist Healthcare Services Limited**



**Megha Matoo
Chief Compliance Officer & Company Secretary
Membership No: F10665**

Date: September 23, 2022

Place: Bangalore



ATTENDANCE SLIP

22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI ASSIST HEALTHCARE SERVICES LIMITED ON WEDNESDAY, SEPTEMBER 28, 2022 AT 1000 HRS. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER "D", 4TH FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE – 560 029.

CIN	U74900KA2000PLC027229
Name of the Company	MEDI ASSIST HEALTHCARE SERVICES LIMITED
Office	"TOWER "D", 4 TH FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE – 560029".

Regd. Folio No. _____ / DP ID _____ Client Id / Ben. A/C _____
No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 22nd Annual General Meeting of the Company to be held on Wednesday, September 28, 2022 at 1000 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore - 560029.

Member's/Proxy's name in Block letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014.

Name of the Member(s) :
Registered Address :
E-mail id :
Folio No. / Client ID No.: DP ID No.....

I/ We, being the member(s) of _____ hereby appoint

1. Name:.....
E-mail
Address:.....
Signature

Or failing him

2. Name:.....
E-mail
Address:.....
Signature.....

Or failing him

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Wednesday, September 28, 2022 at 1000 Hrs. at the Registered Office of the Company at #Tower D, 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560029 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Approval of Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year 2021 – 2022.
2. To declare final dividend on Equity Shares at the rate of 37.80% (Thirty seven point eight percent) [i.e. Rs.1.89/- (Rupee one and paise eighty-nine only)] per Equity Share of Face Value of Rs. 5/- (Rupees Five Only)] for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Satish Gidugu (DIN: 06643677), Whole -Time Director & Chief Executive Officer, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint the statutory auditors of the Company for a period of five years.
5. To consider and approve the revision in remuneration of Dr. Vikram Jit Singh Chhatwal, Chairman cum Whole-Time Director of the Company

6. To consider and approve the revision in remuneration of Mr. Satish Gidugu, Whole-Time Director and Chief Executive Officer of the Company
7. To approve payment of commission to Independent Directors of the Company

Affix
Revenue
Stamp

Signed this ____ day of _____ 2022

Signature of shareholder

Signature of Proxy holder(s)

NOTE: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ROUTE MAP

