

VIDAL HEALTHCARE SERVICES PRIVATE LIMITED

(CIN: U74900KA2010PTC054928)

Registered Office: 1st Floor, Tower 2,

SJR I Park EPIP Zone, Whitefield,

Bangalore, Karnataka, India, 560066

Email id: co.sec@vidalhealth.com

Website: <https://www.vidalhealth.com>

Phone: 080-40125678

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that Fourteenth Annual General Meeting ("AGM") of the members of Vidal Healthcare Services Private Limited (the "Company") will be held on Tuesday, 27 August 2024 at 11.00 A.M at 6th floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2024, together with the Directors' and Auditors' Reports thereon

SPECIAL BUSINESS:

2. Regularization of additional director, Mr. Devang Pravin Mody, by appointing him as director of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Devang Pravin Mody (DIN: 07794726), who was appointed by the Board of Directors, as an Additional Director with effect from 26 April 2024 and who holds office up to the date of the this Annual General Meeting in terms of Section 161(1) of the Act, and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Devang Pravin Mody (DIN: 07794726) be paid sitting fees, pursuant to Article 24 of Articles of Association, as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Directors or Isha Natani, Company Secretary of the Vidal Health Insurance TPA Private Limited, be and are hereby severally authorized

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VIDAL HEALTHCARE SERVICES PRIVATE LIMITED

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to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

3. Regularization of additional director, Mr. Anish Amin, by appointing him as director of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Anish Amin (DIN: 00070679), who was appointed by the Board of Directors, as an Additional Director with effect from 26 April 2024 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Anish Amin (00070679) be paid sitting fees, pursuant to Article 24 of Articles of Association, as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Directors or Isha Natani, Company Secretary of the Vidal Health Insurance TPA Private Limited, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. Regularization of additional director, Mr. Anant Gopal Marathe, by appointing him as director of the Company

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

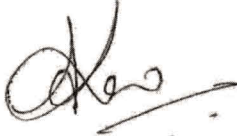
"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, (the 'Act') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Anant Gopal Marathe (DIN: 10599075), who was appointed by the Board of Directors, as an Additional Director with effect from 26 April 2024 and who holds office up to the date of the Annual General Meeting in terms of Section 161(1) of the Act, and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Anant Gopal Marathe (DIN: 10599075) be paid sitting fees, pursuant to Article 24 of Articles of Association, as the Board may approve from time to time and subject to such limits prescribed from time to time.



RESOLVED FURTHER THAT the Directors or Isha Natani, Company Secretary of the Vidal Health Insurance TPA Private Limited, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

For and on behalf of the Board
of Vidal Healthcare Services Private Limited



Girish Rao
Managing Director
DIN: 00073937

Address: Plot No 132, Phase I,
Palm Meadows, Whitefield, Road,
Ramagundannahalli, Bangalore, 560066



Place: Bangalore
Date: 24 July 2024

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- 3 Corporate Shareholders are required to send or carry a copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote thereat.
- 4 Brief details of the director, who is seeking appointment or re-appointment, are annexed hereto in terms of the requirements of the Secretarial Standard on General Meetings and provisions of the Companies Act, 2013 ("the Act").
- 5 A statement setting out material facts pursuant to the provisions of Section 102 of the Act, in respect of special businesses stated at Item nos. 2, 3 and 4 is annexed hereto.
- 6 Members/Proxies are requested to carry the attendance slip/proxy form duly filled and signed for attending the meeting, along with their identity proof at the meeting for the purpose of identification.
- 7 The following statutory registers of the Company will be open for inspection by members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays up to the date of AGM and at the venue of the AGM. The following shall remain open for inspection as per the period specified above and be accessible to any member during the continuance of the meeting:
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act; and
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- 8 Route Map is enclosed



ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT ALONG WITH INFORMATION PURSUANT TO SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item no. 2 of the Notice relating to regularization of additional director, Mr. Devang Pravin Mody, by appointing him as director of the Company

Devang Pravin Mody has been associated with Bajaj Finserv Group for the past 12 years. As President of Consumer Finance in Bajaj Finance Limited, he was the architect of the hugely popular 0% EMI loans in the consumer durables segment. He was also instrumental in extending the scope of EMI products to categories such as Furniture, Apparels, Grocery, Travel and Elective Surgeries at Hospitals including Ruby Hall Clinic- a move that was an industry first. The EMI card is another brainchild of Shri Mody with close to 4 crores of such cards being in circulation across the country today. He has also worked with GE India & EY before joining Bajaj Finserv.

Other Information:

Particulars	Details
Age	51 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	26 April 2024
Shareholding in the Company	1 equity shares as the registered owner of Beneficiary - Bajaj Finserv Health Limited.
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY2024	NIL
Directorship of other Boards	1. Bajaj Finserv Health Limited 2. Vidal Health Insurance TPA Private Limited
Memberships/ Chairmanships of committees of other Boards.	<u>CSR Committee:-</u> Vidal Health Insurance TPA Private Limited

He is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, he has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives except Mr. Devang Pravin Mody are concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.



The Board recommends the Ordinary resolution set out in Item no.2 for approval of the shareholders

Item no. 3 of the Notice relating to regularization of additional director, Mr. Anish Amin, by appointing him as director of the Company

Anish Amin is the President and head of the overall functions of Risk, Assurance, M&A and Human Resources at Bajaj Finserv Limited. He joined the organisation in 2019 to oversee the assurance and risk function and later took up the Group HR function as an additional portfolio to his present responsibilities. As the Group Head of Assurance and Risk, Anish oversees the risk management process of identifying potential risks that could lead to a capital call or affect the brand's reputation. Additionally, he leads a team of experts to evaluate and oversee the M&A opportunities and proposals that the Company may encounter.

He is a fellow member of the Institute of Chartered Accountants of India. Prior to joining Bajaj Finserv Limited, Anish was a senior partner at Dalal & Shah (a member of the PwC International Network). He was also a partner in the Assurance Practice at Price water house, India and led wide-ranging businesses, including manufacturing, trading, finance and insurance. He was also their sectoral leader in the insurance industry.

In a career spanning over three decades of wide-ranging industry experience and a proven track record in risk management, compliance with accounting standards, company law matters and general regulatory frameworks, Anish leads the task force in driving the Group's commitment towards identification and mitigation of emerging risks.

Other Information:

Particulars	Details
Age	60 Years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	26 April,2024
Shareholding in the Company	1 equity shares as the registered owner of Beneficiary - Bajaj Finserv Health Limited.
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY2024	NIL
Directorship of other Boards	1. Bajaj Allianz Financial Distributors Limited 2. Bajaj Allianz Staffing Solutions Limited 3. Bajaj Auto Holdings Limited



Particulars	Details
	4. Bajaj Finserv Health Limited 5. Bajaj Finserv Ventures Limited 6. Maharashtra Scooters Limited
Memberships/ Chairmanships of committees of other Boards.	<u>Memberships:</u> <u>Nomination and Remuneration Committee</u> Maharashtra Scooters Ltd. <u>Risk Management Committee</u> 1. Maharashtra Scooters Ltd. 2. Bajaj Finserv Ltd. 3. Bajaj Holdings and Investment Ltd. <u>IT Strategy Committee</u> Bajaj Holdings and Investment Ltd. <u>Chairmanships:</u> NIL

He is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, he has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives except Mr. Anish Amin are concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary resolution set out in Item no.3 for approval of the shareholders

Item no. 4 of the Notice relating to regularization of additional director, Mr. Anant Gopal Marathe, by appointing him as director of the Company

Anant Marathe is the Chief Financial Officer of Bajaj Holdings & Investment Limited (BHIL). A role he assumed in 2014, Anant has been responsible for driving financial controllership and consolidation of accounts at BHIL, as also the setting up of financial accounting systems in new entities. Anant also oversees financial management at few other entities, including two listed companies, and regulatory reporting to stock exchanges, the Ministry of Corporate Affairs, the Reserve Bank of India and tax authorities.

Additionally, he provides support and direction in critical areas such as capital management, special projects and work related to new entities, before and after their set-up. Anant has also served as CFO of Maharashtra Scooters Limited since 2019. Given his strategic position, Anant has been recently appointed as a Director in Bajaj Allianz Financial Distributors Limited, Bajaj Allianz Staffing Solutions Limited, Vidal Healthcare Services Private Limited and VH Medcare Private Limited.

A seasoned finance professional with over 25 years' experience, Anant has been associated with the Bajaj Group since 2001 when he began his career with Bajaj Auto. Through his decades-long stint at the Group, Anant has contributed to and led diverse portfolios and projects, including financial reporting, system



implementation, demerger of erstwhile Bajaj Auto Limited, the rights issue of a group company and the setting up of a separate Finance function at BHIL.

Anant is a qualified Chartered Accountant, a Cost and Works Accountant and a Company Secretary, having completed his commerce graduation from Pune University. He also holds a Diploma in IFS from ACCA UK.

Other Information:

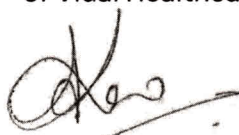
Particulars	Details
Age	46
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Condition of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (FY2024)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	26 April,2024
Shareholding in the Company	1 equity shares as the registered owner of Beneficiary - Bajaj Finserv Health Limited.
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY2024	NIL
Directorship of other Boards	1. Bajaj Allianz Financial Distributors Limited 2. Bajaj Allianz Staffing Solutions Limited
Memberships/ Chairmanships of committees of other Boards.	NIL

He is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, he has consented to act as a director of the Company, if appointed by the shareholders.

None of the Directors, key managerial personnel of the Company and their relatives except Mr. Anant Marathe are concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary resolution set out in Item no.4 for approval of the shareholders

For and on behalf of the Board
of Vidal Healthcare Services Private Limited



Girish Rao
Managing Director
DIN: 00073937
Address: Plot No 132, Phase I, Palm Meadows,
Whitefield, Road, Ramagundanhalli, Bangalore, 560066
Place: Bangalore
Date: 24 July 2024



ATTENDANCE SLIP

I hereby record my presence at the Fourteenth Annual General Meeting of Vidal Healthcare Services Private Limited ("the Company") held on Tuesday, 27 August 2024 at 11:00 a.m. at Meeting Room 6th floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014.

Name of Member	
Address	
Regd. Folio No.	
No. of Shares held	
Name of the Proxy (If any)	
Name of the Authorized Representative (If any)	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Fourteenth Annual General Meeting.

Signature of Member / Proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand over at the entrance of the meeting place.



Form No. 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]

CIN : U74900KA2010PTC054928
Name of the Company : Vidal Healthcare Services Private Limited
Registered office : 1st Floor, Tower 2, SJR i Park EPIP Zone, Whitefield,
Bangalore, Karnataka, India - 560066.

Name of Member (s):			
Registered Address:			
Email-Id:			
Folio No./Client ID:		DP ID:	

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

(1) Name: _____ E-mail Id: _____
Address _____ Signature: _____ or failing him

(2) Name: _____ E-mail Id: _____
Address _____ Signature: _____ or failing him

(3) Name: _____ E-mail Id: _____
Address _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourteenth Annual General Meeting of the Company, to be held on Tuesday, 27 August 2024 at 11:00 a.m. IST at 6th floor, Bajaj Finserv corporate office, off Pune-Ahmednagar Road, Viman Nagar, Pune-411014 and at any adjournment thereof in respect of such resolution as are indicated below.

Item No.	Ordinary Business	For	Against
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2024, together with the Directors' and Auditors' Reports thereon		
	Special Business		
2.	Regularization of additional director, Mr. Devang Pravin Mody, by appointing him as director of the Company		
3.	Regularization of additional director, Mr. Anish Amin, by appointing him as director of the Company		
4.	Regularization of additional director, Mr. Anant Gopal Marathe, by appointing him as director of the Company		

Affix revenue
Stamp of Rs. 1

Signed this _____ day of _____ 2024.

Signature of member(s)

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company.
2. Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.

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Route Map:

