

NOTICE TO THE SHARE HOLDERS

Notice is hereby given that the Extra - Ordinary General Meeting of the Members of the Company will be held on Tuesday, the 9th day of August, 2016 at 2.30 P.M. at the Registered Office of the Company at 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai – 600 034 to transact the following business:

SPECIAL BUSINESS:

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

“**RESOLVED THAT** in accordance with the Section 42 and 62 of the Companies Act 2013 and other rules and provisions of the Act, the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to the approval of IRDAI and as per the provisions of applicable laws for time being in force, and pursuant to and in accordance with the terms and conditions of the share subscription agreement dated July 6, 2016 (the **SSA**) executed by and between the Company, Apis Growth 6 Ltd. (**Investor**) and the Promoters (as defined therein); approval of the shareholders be and is hereby accorded to the Board to issue and allot on the Subscription Completion Date (as defined in the SHA), 4,29,36,170 (Four Crores and Twenty Nine Lakhs Thirty Six Thousand One Hundred and Seventy) equity shares (**Shares**) of Rs.10/- each at a premium of Rs.37/- per equity share of the Company to the Investor, on payment of an aggregate consideration of Rs. 201,79,99,990 (Rupees Two Hundred and One Crores Seventy Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety only).”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized to issue the private placement offer letter in the format as set out in Form No. PAS-4 to the Companies (Prospectus and Allotment of Securities) Rules, 2014 together with an application form (as per draft placed before this meeting and initialed by the Chairman for identification) to the Investor inviting it to subscribe to the issue.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolutions, the Board of the Company, be and is hereby authorized, to do by itself or any other person as appointed by the Board in this regard, be and is/are hereby authorized to do all acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as such persons may consider necessary, expedient or desirable in order to give effect to the above resolutions in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection including without limitation, finalizing, executing and issuing the private placement offer letter to Investor for the purposes of issuance of the Shares, in compliance of the provisions of the Act.”

“**RESOLVED FURTHER THAT** the equity shares allotted pursuant to the aforesaid resolution shall in all respect rank paripassu with the existing equity shares of the Company save and except the entitlement to dividend which will commence only from the date of allotment of such equity shares and pro-rata for the Financial Year for which the dividend is declared.”

Regd & Corporate Office : 1, New Tank Street, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034.

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