

NOTICE TO THE SHARE HOLDERS

Notice is hereby given that the Extra - Ordinary General Meeting of the Members of the Company will be held at shorter notice on Monday, the 22nd day of August, 2016 at 4.00 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:

- 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 (the **SSA**) executed by and between the Company, India Advantage Fund S4 I and Apis Growth 6 Ltd (**Investors**) and the Promoters (as defined therein); approval of the Members be and is hereby accorded to issue and allot on the Subscription Completion Date (as defined in the SHA), 2,36,37,200 (Two Crores and Thirty Six Lakhs Thirty Seven Thousand and Two Hundred) equity shares (Shares) of Rs.10/- each at a premium of Rs.37/- per equity share of the Company to Bodies Corporate/Funds and 6,13,147 (Six Lakhs Thirteen Thousand One Hundred and Forty Seven) equity shares of Rs.10/- each at a premium of Rs.37/- per equity share to the Individuals in the following manner.

- from Bodies Corporate/Funds on payment of an aggregate consideration of Rs. 111,09,48,400/- as per the aforesaid agreements are detailed hereunder.

Name of the Investor	Number of Shares	Price in Rs. per share	Amount of Investment in Rs.
M/s. India Advantage Fund S4 I	21,276,595	47.00	99,99,99,965.00
M/s. Apis Growth 6 Ltd	2,360,605	47.00	11,09,48,435.00
Total	23,637,200		111,09,48,400.00

- from Individuals Investors on payment of an aggregate consideration of Rs. 2,88,17,909/- as detailed hereunder.

Name of the Investor	Number of Shares	Price in Rs. per share	Amount of Investment in Rs.
Mr. Rajeev Gupta	294000	47.00	13818000.00
Mrs. Sunatha Jagannathan	212765	47.00	9999955.00
Mrs. Vasanthi Jagannathan	106382	47.00	4999954.00
Total	613147		28817909.00

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

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