VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED
(CIN: U85199KA2002PTC030218)
Registered Office: Gopalan Global Axis SEZ,
Block G - Floor 5th & 6th floor, #152,
Opp. Satya Sai Hospital, ITPL Main Road, EPIP Zone,
KIADB Export Promotion Industrial Area, Whitefield,
EPIP Zone, Bangalore, Karnataka, India, 560066
Email id: co.sec@vidalhealth.com
Website: https://www.vidalhealthtpa.com
Phone: 080-40125678

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Fourth Annual General Meeting ("AGM") of the members of Vidal Health Insurance TPA Private Limited (the "Company") will be held on Thursday, 11 June 2026 at 10:30 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 consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon

2. To appoint a director in place of Neetha Uthaiah (DIN: 09567613) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 (the "Act") and being eligible, offers herself for re-appointment

SPECIAL BUSINESS:

3. Appointment of Ramandeep Sahni (DIN: 11136801) as a Non-Executive Director and Non-Independent Director, liable to retire by rotation.

   To consider and, if thought fit, to pass 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), Ramandeep Sahni (DIN: 11136801), who was appointed by the Board of Directors, as an Additional Director w.e.f. 31 March 2026 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 and Non-Independent 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, Ramandeep Sahni (DIN: 11136801) be paid sitting fees as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT any one of the director or Company Secretary of the Company, be and are hereby severally authorised 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 Health Insurance TPA Private Limited

Isha Natani
Company Secretary
ICSI Membership No. A38133

Place: Bangalore
Date: 18 May 2026

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.

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 no. 3, 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 In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8 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.

9 Route map for directions to the venue of AGM is enclosed in this Notice.

ANNEXURE TO THE NOTICE

Item no.2 of the notice relating to appoint a director in place of Neetha Uthaiah (DIN: 09567613) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 (the Act") and being eligible, offers herself for re-appointment.

Brief Profile:

Neetha Uthaiah brings over 22 years of experience across the Banking, Healthcare Delivery, Health Insurance Administration sectors. She holds master's degree in business administration and has completed her Executive post graduate Leadership Programme from IIM-Calcutta. She has a vast experience in healthcare industry.

Neetha's extensive practical experience spans end-to-end process management for both India and Middle Eastern markets, encompassing Business Administration, Process Management, Technology Deployment, Customer Service, and Operations Management. She has led Vidal Health's expansion into international markets, notably spearheading the establishment of operations in the GCC. She has led the organization's efforts to achieve and maintain the highest service standards resulting in revenue increase.

Other Information:

Particulars	Details
Age	46 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 (FY2026)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	27 February 2025
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY2026	4
Directorship of other Boards	Vidal Healthcare Services Private Limited
Memberships/ Chairmanships of committees of other Boards.	NIL

She is not disqualified from being appointed as a Director in terms of section 164 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Neetha Uthaiah being the appointee is concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

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

Item no. 3 of the notice relating to appointment of Ramandeep Sahni (DIN: 11136801) as a Non-Executive Director and Non-Independent Director, liable to retire by rotation.

Ramandeep has been with the BFS Group for over 11 years. He joined the Group in 2014 as CFO at Bajaj Life Insurance Co. Ltd. ('Bajaj Life'). Having spent over 5 years in Bajaj Life, he then moved on to take over as CFO at Bajaj General Insurance Co. Ltd.('Bajaj General'). Prior to joining the BFS Group, he spent 12 years at ICICI Prudential Life Insurance Co. Ltd. playing various senior roles in Internal Audit and Finance.

He has a unique trait of handling senior roles in both Life and General Insurance Businesses and carries an overall experience of over two decades in the insurance sector. He has an overall work experience of 25+ years, spread across the insurance sector, a big 4 and in an independently run business environment.

Ramandeep is a Chartered Accountant and a Bachelor of Commerce by qualification. He is also a Certified Information Systems Auditor (CISA). He carries with him significant experience in insurance, having worked in the Indian life insurance space for over 17 years.

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 (FY2026)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	31 March 2026
Shareholding in the Company	NIL
Relationship with other Directors/ Managers/ KMP of Company	None
Number of Board meetings attended in FY 2026	NIL
Directorship of other Boards	1. Bajaj Finserv Health Limited 2. Bajaj Finserv Ventures Limited 3. Bajaj AIF Trustee Limited 4. Bajaj Financial Distributors Limited 5. Bajaj Staffing Solutions Limited
Memberships/ Chairmanships of committees of other Boards.	NIL

Ramandeep Sahni 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 members.

He is not related to any of the directors or key managerial personnel of the Company. None of the Directors, and their relatives except Ramandeep Sahni is concerned or interested, in the said item.

The Board recommends the Ordinary resolution set out in Item no.3 for approval of the members.
For and on behalf of the Board
Of Vidal Health Insurance TPA Private Limited

Isha Natani
Company Secretary
ICSI Membership No. A38133

Place: Bangalore
Date: 18 May 2026

ATTENDANCE SLIP

I hereby record my presence at the Twenty Fourth Annual General Meeting of Vidal Health Insurance TPA Private Limited ("the Company") held on Thursday, 11 June 2026 at 10:30 a.m. at 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 Twenty Fourth 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.**

PROXY FORM
MGT-11

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

CIN : U85199KA2002PTC030218
Name of the Company : VIDAL HEALTH INSURANCE TPA PRIVATE LIMITED
Registered office : Gopalan Global Axis, Block G 5th & 6th Floor, #152, Opp. Satya Sai Hospital, ITPL Main Road, EPIP Zone, KIADB Export Promotion Industrial Area, Whitefield, Bangalore – 560066

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

I/ We, being the member (s) of ....shares 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 Twenty Fourth Annual General Meeting of the Company, to be held on Thursday, 11 June 2026 at 10:30 a.m. 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 mentioned in the Notice:

Item No.	Ordinary Business	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon		
2.	To appoint a director in place of Neetha Uthaiah (DIN: 09567613) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 (the "Act") and being eligible, offers herself for re-appointment		
	Special Business		
3.	Appointment of Ramandeep Sahni (DIN: 11136801) as a Non-Executive Director and Non-Independent Director, liable to retire by rotation.		

Signed this .... day of..............2026

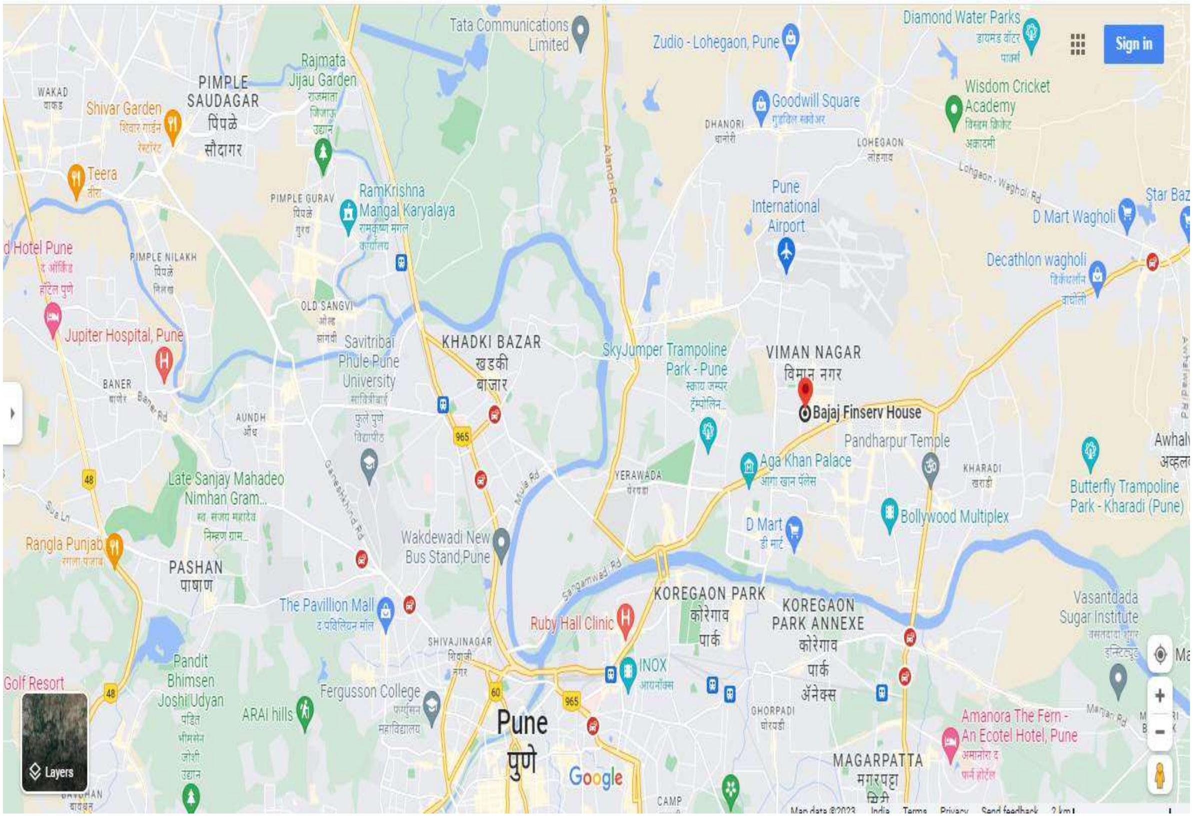
Affix revenue Stamp of Rs. 1

Signature of Proxy holder(s)______ Signature of shareholder ____

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.

Route Map:


Tata Communications Limited
Zudio - Lohegaon, Pune
Diamond Water Parks
Sign in
PIMPLE SAUDAGAR
Rajmata Jijau Garden
Shivar Garden
WAKAD
Goodwill Square
DHANORI
LOHEGAON
Wisdom Cricket Academy
Teera
PIMPLE GURAV
RamKrishna Mangal Karyalaya
Pune International Airport
D Mart Wagholi
Star Baz
Decathlon wagholi
Hotel Pune
PIMPLE NILAKH
OLD SANGVI
Jupiter Hospital, Pune
Savitribai Phule Pune University
KHADKI BAZAR
SkyJumper Trampoline Park - Pune
VIMAN NAGAR
Bajaj Finserv House
BANER
AUNDH
Pandharpur Temple
Aga Khan Palace
KHARADI
Awhal
Late Sanjay Mahadeo Nimhan Gram...
YERAWADA
Butterfly Trampoline Park - Kharadi (Pune)
Bollywood Multiplex
D Mart
Rangla Punjab
Wakdewadi New Bus Stand,Pune
PASHAN
KOREGAON PARK
KOREGAON PARK ANNEXE
Vasantdada Sugar Institute
The Pavillion Mall
Ruby Hall Clinic
SHIVAJINAGAR
Pandit Bhimsen Joshi Udyan
INOX
Golf Resort
Fergusson College
ARAI hills
Pune
पुणे
GHORPADI
Amanora The Fern - An Ecotel Hotel, Pune
MAGARPATTA
Layers
Google
CAMP