jeevan suraksha ka
naya nazariya

CIN: U66010MH2005PLC157108
Registered office address: Unit No. 1904, 19th floor, Parinee Crescenzo,
Bandra Kurla Complex, Bandra (East), Mumbai – Mumbai - 400051
Tel No.: +91 22 4030 6300 Fax: +91 22 4030 6347
E-mail: compliance.life@bhartiaxa.com
website: www.bharti-axalife.com

NOTICE

NOTICE is hereby given that the 15th **(Fifteenth)** Annual General Meeting of the Members of Bharti AXA Life Insurance Company Limited ("the Company") will be held on Monday, **31st August 2020** at 12.20 p.m. through Video Conference ('VC") pursuant to Circular no. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 issued by Ministry of Corporate Affairs (MCA) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial statements of the Company as on March 31, 2020 and the reports of the Board of Directors and Auditors.

2. To appoint a director in place of Rakesh Bharti Mittal, (DIN-00042494) who retires by rotation and being eligible offered himself for reappointment.

3. To appoint a director in place of Jean Drouffe, (DIN-07373856) who retires by rotation and being eligible offered himself for reappointment.

4. To fix the remuneration of M/s. CNK & Associates, Chartered Accountants, Joint Statutory Auditors of the Company and in this connection, to pass the following resolution, with or without modifications:

   "RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), and other applicable provisions, if any, and guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, the consent of the Members be and is hereby accorded to the payment of remuneration of INR 30,25,000/- per annum (excluding GST and out of pocket expenses) to M/s. CNK & Associates, LLP, Chartered Accountants (Firm Registration no.101961W) Joint Statutory Auditors of the Company for the Financial Year 2020-21.

   RESOLVED FURTHER THAT the any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To fix the remuneration of M/s. M. P. Chitale and Co., Chartered Accountants, Joint Statutory Auditors of the Company and in this connection, to pass the following resolution, with or without modifications:

"RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), and other applicable provisions, if any, and guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, the consent of the Members be and is hereby accorded to the payment of remuneration of 30,25,000/- per annum (excluding GST and out of pocket expenses) to M.P. Chitale and Co., Chartered Accountants (ICAI Registration No.101851W) Joint Statutory Auditors of the Company for the Financial Year 2020-21.

RESOLVED FURTHER THAT the any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

6. **Appointment of Rajesh Sud as Director of the Company (Regularisation)**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Rajesh Sud (DIN-02395182), who was appointed as an Additional Director of the Company by the Board on August 28, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a written notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director and who is eligible for appointment to the said office, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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7. **Bonus to Participating Policyholders**

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

"**RESOLVED THAT** pursuant to IRDA (Non – Linked Insurance Products) Regulations, 2019, approval of the members be and is hereby accorded for payment of Bonus to Participating Policyholders for following products of the Company.

Product Name	Premium band	Premium paying term	Bonus type	Recommended Bonus Rate
Save Confident	All premiums	12	Compound	2.75%
Wonder Years Pension Plan	All premiums	10	Simple	4.00%
	All premiums	To Age 60	Simple	3.25%
	All premiums	All	One-time special simple	11%
	All premiums	10	Terminal as % of SA	10.00%
Flexi Save	All premiums	5	Simple	1.50%
	All premiums	7	Simple	2.50%
	All premiums	12	Simple	3.00%
Monthly Income Plan +	Premium < 1 lac	7	Simple	1.72%
	Premium >= 1 lac	7	Simple	2.02%
	All premiums	10	Simple	3.00%
	All premiums	15	Simple	4.50%
Future Champs	All premiums	12	Simple	3.25%
Monthly Income Plan	All premiums	7	Simple	1.25%
	All premiums	10	Simple	2.10%
	All premiums	15	Simple	2.75%
Samriddhi	All premiums	5	Simple	2.60%
	All premiums	12	Simple	3.90%
	All premiums	10	Simple	1.90%
	All premiums	15	Simple	2.70%

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Product Name	Premium band	Premium paying term	Bonus type	Recommended Bonus Rate
	All premiums	20	Simple	3.15%
	All premiums	25	Simple	3.55%
	All premiums	30	Simple	4.35%
	All premiums	35	Simple	5.15%
Aajeevan Anand	All premiums	10	Cash	0.60%
	All premiums	15	Cash	0.60%
Aajeevan Sampatti	All premiums	10	Cash	3.00%
	All premiums	15	Cash	2.50%
Child Advantage	Limited Pay	6	Simple	2.20%
	Limited Pay	7	Simple	2.30%
	Limited Pay	8	Simple	2.40%
	Limited Pay	9	Simple	2.50%
	Limited Pay	10	Simple	2.70%
	Limited Pay	11	Simple	2.80%
	Limited Pay	12	Simple	2.90%
	Limited Pay	13	Simple	3.00%
	Limited Pay	14	Simple	3.10%
	Limited Pay	15	Simple	3.20%
	Limited Pay	16	Simple	3.30%
	Regular Pay	11	Simple	2.00%
	Regular Pay	12	Simple	2.10%
	Regular Pay	13	Simple	2.20%
	Regular Pay	14	Simple	2.30%
	Regular Pay	15	Simple	2.50%
	Regular Pay	16	Simple	2.60%
	Regular Pay	17	Simple	2.70%
	Regular Pay	18	Simple	2.80%
	Regular Pay	19	Simple	2.90%
	Regular Pay	20	Simple	3.00%

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Product Name	Premium band	Premium paying term	Bonus type	Recommended Bonus Rate
	Regular Pay	21	Simple	3.10%
Monthly Advantage	All Premiums	12	Simple	3.00%
	All Premiums	16	Simple	3.25%
	All Premiums	24	Simple	3.75%
Aajeevan Sampatti +	All Premiums	10	Cash	7.00%
	All Premiums	15	Cash	6.35%
eAajeevan Sampatti +	All Premiums	10	Cash	7.00%
	All Premiums	15	Cash	6.35%
Assure Benefit Plan	All Premiums	7	Simple	4.15%
	All Premiums	8	Simple	4.80%
	All Premiums	9	Simple	4.95%
	All Premiums	10	Simple	5.25%
	All Premiums	11	Simple	5.80%
	All Premiums	12	Simple	6.25%
Dhan Varsha	All Premiums	10	Cash	5.50%
	All Premiums	15	Cash	4.50%

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board

Vinod Dsouza
Company Secretary
Membership No: A19247

Regd. Office: Unit No. 1904, 19th Floor, Parinee Crescenzo,
‘G’ Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051
Date : 9 August 2020
Place : Mumbai

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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 13, 2020 and April 8, 2020 has permitted Companies to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.

   Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.

4. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting. The said Resolution/ Authorisation should be sent to the Company Secretary by email to the designated email id compliance.life@bhartiaxa.com.

5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent through electronic mode to Members at email addresses which are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.bharti-axalife.com

6. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Since the AGM is held through VC, Route Map is not annexed in this Notice.

8. Facility of joining the AGM through video conferencing facilities will open 15 minutes before the time scheduled for the AGM and will remain open 15 minutes after such scheduled time.

9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance on the designated email of the Company i.e. compliance.life@bhartiaxa.com.

10. The proceedings of the Meeting will be recorded and Transcript will be maintained in safe custody of the Company. The said transcript will be uploaded on the website of the Company.

11. The Company has provided Google meet (Video Conference facility) for participation in the meeting by members. The framework and instructions for accessing the Video Conference facility is given below:

➢ **For participation:**

- **Google Meet Meeting ID -** https://meet.google.com/yog-kkjm-npv

- Members may contact Vinod D'souza, Company Secretary on helpline No: +91-9967639897 or email id: vinod.dsouza@bhartiaxa.com for any assistance with using the technology before or during the meeting

➢ **Voting:**

- Rathi & Associates, Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the voting through poll at the 15th Annual General Meeting in a fair and transparent manner.

- Members may cast their vote when poll is demanded on the designated email id compliance.life@bhartiaxa.com.

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast through poll and submit the Report to the Chairman who shall countersign the same.

- Members desirous to inspect the documents pertaining to the resolutions proposed at the meeting and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, may write to the Company on its designated mail id compliance.life@bhartiaxa.com.

Any member may convey their vote when poll id demanded on the designated email of the Company i.e. However, in case of poll on any item is required during the meeting, the members may cast their vote on the resolutions only by sending email (on the designated email address circulated by the Company) through their email addresses which is registered with the Company.

12. Members desirous to inspect the documents referred to in the Notice and the Explanatory Statement and requiring Members' approval and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013 may write to the Company on its designated mail id compliance.life@bhartiaxa.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013, the Explanatory Statement sets out all the material facts concerning the Special Business referred to in the accompanying Notice.

Item No.6 under Special Business:

Based on the recommendations of the Board Nomination and Remuneration Committee, Rajesh Sud (DIN-02395182) was appointed as an Additional Director on the Board of the Company with effect from August 28, 2019 to hold office up to the date of the Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the appointment of Rajesh Sud as a Director of the Company.

Rajesh Sud is not related to any other Director and Key Managerial Personnel of the Company.

The resolution as set out in item no. 6 of this Notice is accordingly recommended for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Rajesh Sud is in any way, concerned or interested in the said resolution.

Item No.7 under Special Business:

Pursuant to IRDA (Non – Linked Insurance Products) Regulations, 2019 bonus should be declared to Participating Policyholders on Annual Basis. The Board of Directors at its Meeting held on 13 May 2020 approved payment of an annual reversionary bonus for Participating Products of the Company and cash bonus for Aajeevan Anand, Aajeevan Sampatti, Aajeevan Sampatti+ and eAajeevan Sampatti+.

The Board of Directors recommends the declaration of annual reversionary bonus for the participating products of the Company and cash bonus for Aajeevan Anand, Aajeevan Sampatti, Aajeevan Sampatti+ and eAajeevan Sampatti+ at the bonus rates as recommended for all policies in a lapsed status as at 31 March 2020 but to be vested upon reinstatement.

The resolution as set out in item no. 7 of this Notice is accordingly recommended for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives is in any way, concerned or interested in the said resolution.

By Order of the Board

Vinod Dsouza
Company Secretary
Membership No: A19247

Regd. Office: Unit No. 1904, 19th Floor, Parinee Crescenzo,
'G' Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051
Date : 9 August 2020
Place : Mumbai

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Form No. MGT-12
Polling Paper

(Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21 (1)(c) of the Companies (Management and Administration) Rules, 2014)

Ballot Paper for the 15th Annual General Meeting of the Company held on Monday the 31st day of August, 2020 at 12.20 p.m. through Video Conferencing

Particulars	Details
Name of the Member (s)	
Postal address:	
E-mail ID:	
Folio / DP ID – Client ID:	
Class of Shares	Equity
No. of Share(s)	

I/We hereby exercise the voting right in respect of Ordinary/ Special Resolution enumerated below by recording the assent or dissent to the said resolutions as are indicated below:

Resolution No.	Resolution	Ascent	Dissent
Ordinary Business			
1.	Adoption of Financial Statements for the year ended March 31, 2020		
2.	Re-appointment of retiring Director Rakesh Bharti Mittal (DIN-00042494), who being eligible has offered himself for reappointment		
3.	Re-appointment of retiring Director Jean Drouffe (DIN-07373856), who being eligible has offered himself for reappointment		
4.	Fixation of remuneration of M/s. CNK & Associates, Chartered Accountants, Joint Statutory Auditors of the Company		

5.	Fixation of remuneration of M/s. M. P. Chitale and Co., Chartered Accountants, Joint Statutory Auditors of the Company		
Special Business			
6.	Appointment of Rajesh Sud (DIN-02395182), as Non-Executive Director liable to retire by Rotation		
7.	Bonus to Participating Policyholders		

Signed this_________day of________________________Two Thousand Twenty

Signature of Share Holder:______________________