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
website: www.bharti-axalife.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 02/2020-21 Extra-Ordinary General Meeting (''EGM'') of the Members of Bharti AXA Life Insurance Company Limited ("the Company") will be held on Friday, 5 June 2020 at 12.00 Noon at a Short Notice at Unit No. 1904, 19th floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 through Video Conference to transact the following business:

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital of the Company

To consider, and if thought fit to pass, with or without modifications, the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and article 4 of Articles of Association of the Company, consent of Members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing INR 30,000,000,000 (Rupees Three Thousand Crore) divided into 3,000,000,000 (Three Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each to INR 50,000,000,000 (Rupees Five Thousand Crore) divided into 5,000,000,000 (Five Hundred Crore) Equity Shares of INR 10/- (Rupees Ten) each by creation of 2,000,000,000 (Two Hundred Crore) Equity Shares of INR 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and substituted with the following Clause V:

V "The Authorised Share Capital of the Company is INR 50,000,000,000 (Rupees Five Thousand Crore) divided into 5,000,000,000 (Five Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each".

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

By Order of the Board
***for* Bharti AXA Life Insurance Company Limited**

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 : 31 May 2020
Place : Mumbai

NOTES:

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

2. 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.

3. All 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, shall be electronically available for inspection by the Members between 10.30 a.m. to 5.30 p.m. on all working days from the date hereof upto the date of the meeting.

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Disclosure in respect of convening the meeting through Video Conferencing facilities notified by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020

The Board of Directors of the Company at their meeting held on 13 May 2020 approved the Increase in Authorised Share Capital of the Company from INR 30,000,000,000 (Rupees Three Thousand Crore) to INR 50,000,000,000 (Rupees Five Thousand Crore).

Considering the present conditions of the lockdown and requirement of the Company to issue further shares to meet its Capital requirements, it would be imperative to complete the process of increase in authorised share capital of the Company at the earliest; hence, it is proposed to convene EGM through video conferencing facilities.

Disclosures pursuant to General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, are as under:

1. 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;

2. The Meeting has been convened in compliance with the applicable provisions of the Act read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020;

3. 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/vms-nqqk-vgh

   - **Voting:**

     Any member may convey their vote when poll id demanded on the designated email of the Company i.e. compliance.life@bhartiaxa.com. 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.

   Members may use the helpline number i.e. 91-9768220622 for any assistance for using the technology before or during the meeting;

4. The members may contact Vinod D'souza, Company Secretary on Tel No: +91 9967639897 or email id: compliance.life@bhartiaxa.com for getting their e-mail addresses registered, for the email address not registered with the Company, for participation and voting in the general meeting;

5. Please note that:

   a. The facilities for joining the meeting shall remain open for 15 minutes before the time scheduled for meeting i.e. 11.45 a.m. and will remain open 15 minutes after such scheduled time i.e. 12.45 p.m.
   b. As per the provisions of Section 103 of the Companies Act, 2013, attendance of members through VC shall be counted for the purpose of reckoning the quorum;
   c. Attendance through Proxy shall not be allowed; however in pursuance of Section 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC. Such authorisation letter along with the resolution approved by the Board of Directors should be mailed to the mail id of the Company on compliance.life@bhartiaxa.com before the Commencement of the meeting;
   d. Results on the resolutions proposed to be passed at the meeting will be declared by the Chairman after transacting each of the Agenda items. However, in case counting of votes requires time, the said meeting will be adjourned and called later to declare the result;
   e. Members desirous to inspect the documents pertaining to the resolutions proposed at the meeting may write to the Company on its designated mail id compliance.life@bhartiaxa.com.

6. Copy of the notice of EGM is posed on the website of the Company at www.bharti-axalife.com.

By Order of the Board
***for* Bharti AXA Life Insurance Company Limited**

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 : 31 May 2020
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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. 1:

The existing Authorized Share Capital of the Company is INR 30,000,000,000 (Rupees Three Thousand Crore) divided into 3,000,000,000 (Three Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten). In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company. The current Issued Capital of the Company is INR 29,832,930,350 and any further issue of capital would require increase in the existing Authorized Share Capital of the Company.

The Board of Directors, in their meeting held on 13 May 2020, approved the increase in the Authorized Share Capital of the Company to INR 50,000,000,000 (Rupees Five Thousand Crore) divided into 5,000,000,000 (Five Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each subject to the approval of the shareholders and necessary regulatory notices / permissions, as applicable. In accordance with provisions of Section 61 of the Companies Act, 2013, the consent of Members of the Company is required to increase the Authorized Share Capital of the Company.

The resolution as set out in item no. 1 of this Notice is accordingly recommended for your approval as Ordinary Resolution. The relevant documents including draft amended Memorandum of Association of the Company and other allied documents, if any, being referred in this resolution would be available electronically for inspection by the Members between 10.30 a.m. to 5.30 p.m. on all working days from the date hereof up to the date of the meeting online.

The Board recommends the resolution under the above Item No. 1 for approval of the members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

By Order of the Board
For Bharti AXA Life Insurance Company Limited

Vinod Dsouza
Company Secretary
Membership No: A19247

Regd. Office: Unit No. 1904, 19th Floor, Parinee Crescenzo,
'G' Block, Bandra Kurla Complex,
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Date **:** 31 May 2020
Place **:** Mumbai

bharti AXA

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ATTENDANCE SLIP

Regd. Folio No.____
No. of Shares Held____________________
Name of the Shareholder ____
Name of the Proxy____

Signature of Member/Proxy____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held at short notice on Friday, 5 June 2020 at 12.00 Noon at Unit No. 1904, 19th floor, Parinee Crescenzo, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 through video conference.

Signature of Member

Note:

1. Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.