



CIN: U66010MH2005PLC157108

Registered office address: Unit No. 1904, 19<sup>th</sup> 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-axa.com

**NOTICE OF 01/2021-22 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 01/2021-22 Extra-Ordinary General Meeting (“EGM”) of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on **Friday, December 10, 2021** at 9.30 a.m. through Video Conference (“VC”) pursuant to Circular no. 10/2021 dated 23<sup>rd</sup> June, 2021 read with Circular no. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, , 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020 and 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs (MCA) to transact the following business:

**SPECIAL BUSINESS:**

**1. Revision in remuneration of each of the Joint Statutory Auditors of the Company**

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

**“RESOLVED THAT** in supersession to the earlier resolution passed by the Members in this regard and 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), consent of the Members be and is hereby accorded for revision in remuneration to INR 33,27,500 per annum (excluding GST and out of pocket expenses) to each of the Joint Statutory Auditors, i.e. M/s. M.P. Chitale & Co., Chartered Accountants (ICAI Firm Registration No.101851W) and M/s. CNK & Associates, Chartered Accountants (ICAI Firm Registration No.101961W) for the Financial Year 2021-22.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to make revision in remuneration payable to Joint Statutory Auditors based on the recommendation of Board Audit and Compliance Committee and as mutually decided between Joint Statutory Auditors and management of the Company.

**RESOLVED FURTHER THAT** any Director, Nilesh Kothari, Chief Financial Officer and Vinod Dsouza, Company Secretary 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  
For Bharti AXA Life Insurance Company Limited**

**Vinod Dsouza  
Company Secretary  
Membership No: A19247**

**Regd. Office:** Unit No. 1904, 19<sup>th</sup> Floor, Parinee Crescenzo,  
'G' Block, Bandra Kurla Complex,  
Bandra East, Mumbai – 400051

**Date** : 17/11/2021

**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 no. 10/2021 dated 23<sup>rd</sup> June, 2021 read with Circular no. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020 and 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs (MCA) has permitted Companies to hold the Extra-Ordinary General Meeting (“EGM”) 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 EGM 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 EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. The deemed venue of the Extra-Ordinary General Meeting shall be the registered office of the Company.

Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM 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@bharti.axa.com](mailto:compliance.life@bharti.axa.com).
5. In compliance with the MCA Circulars, Notice of the EGM is being sent through electronic mode to Members at email addresses which are registered with the Company. Members may note that the Notice will also be available on the Company’s website [www.bharti.axa.com](http://www.bharti.axa.com)
6. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the EGM is held through VC, Route Map is not annexed in this Notice.



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8. Facility of joining the EGM through video conferencing facilities will open 15 minutes before the time scheduled for the EGM and will remain open 15 minutes after such scheduled time.
9. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request in advance on the designated email of the Company i.e. [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.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 Zoom meeting (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:**

- **Zoom Meeting link –**

<https://zoom.us/j/7828042784?pwd=eWdMK3lUbXRIUTZaeHJTcXZCRmlGZz09>

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

➤ **Voting:**

- M/s. Rathi & Associates, Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the voting through poll at the 01/2021-22 Extra-Ordinary General Meeting in a fair and transparent manner.
- Members may cast their vote when poll is demanded on the designated email id [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com).
- The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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@bharti.axa.com](mailto:compliance.life@bharti.axa.com).



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- Any member may convey their vote when poll is demanded on the designated email of the Company. 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@bharti.axa.com](mailto:compliance.life@bharti.axa.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, 19<sup>th</sup> Floor, Parinee Crescenzo,  
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**Date** : 17/11/2021  
**Place** : Mumbai



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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:**

M/s. M. P. Chitale and Co, Chartered Accountants, were appointed as one of the Joint Statutory Auditors of the Company until the conclusion of the 21<sup>st</sup> Annual General Meeting. Similarly, M/s. CNK & Associates, Chartered Accountants, the other Joint Statutory Auditors, were appointed as Statutory Auditors of the Company upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company.

The Members at the 16<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> July 2021 had approved a remuneration of INR 30,25,000/- (excluding GST and out of pocket expenses) payable to each Joint Statutory Auditors for conducting the statutory audit of the Company for the Financial Year 2021-22.

The Company had then received a request from joint statutory auditors to increase the existing remuneration i.e. INR 30,25,000/- per annum and accordingly the Board of Directors at their Meeting held on 28 October 2021 recommended to increase the remuneration of each Joint Statutory Auditor by 10% i.e. from INR 30,25,000/- to INR 33,27,500 (excluding GST and out of pocket expenses) to the Shareholders 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 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**

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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)

<b>Ballot Paper for the 01/2021-22 Extra-Ordinary General of the Company held on Friday the 10<sup>th</sup> day of December, 2021 at 9.30 a.m. through Video Conferencing</b>	
<b>Particulars</b>	<b>Details</b>
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 Resolution enumerated below by recording the assent or dissent to the said resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>	<b>Ascent</b>	<b>Dissent</b>
<b>Special Business</b>			
1.	Revision in remuneration of each of the Joint Statutory Auditors of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ Two Thousand Twenty-One

Signature of Share Holder: