



CIN: U66010MH2005PLC157108  
Registered office address: Unit No. 1902, 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 02/2022-23 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 02/2022-23 Extra-Ordinary General Meeting (“EGM”) of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on Wednesday, **24<sup>th</sup> August 2022** at 5.00 p.m. through Video Conference (“VC”) at **Short Notice** pursuant to General Circular no. 03/2022 dated 5<sup>th</sup> May 2022, 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. Offer and issue of Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures on private placement basis**

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

**"RESOLVED THAT** subject to the provisions of IRDAI (Other Forms of Capital) Regulations, 2015, Foreign Exchange Management Act, 1999 (“**FEMA**”), rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Insurance Regulatory and Development Authority of India (“**IRDAI**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI (ILNCS) Regulations**”), as amended, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and Articles of Association of the Company and the listing agreements entered into or to be entered into with the stock exchanges where the securities of the Company may be listed, and subject to such consents, approvals, permissions and sanctions as may be required from any appropriate statutory and regulatory authorities (“**Relevant Laws**”) and pursuant to the provisions of Sections 23, 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder including *inter alia* Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members of the Company be and is hereby accorded to the offer and issue of 600 (Six Hundred) Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures (“**NCD**”) denominated in Indian Rupees (“**INR**”) each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to INR 600,000,000 (Indian Rupees Sixty Crores) or such other number of NCDs, at such face value and amount as may be determined, and at a coupon rate as may be specified, net of withholding taxes, or such other interest rate as may be agreed, payable annually and on maturity or at



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such other interest periods as may be agreed, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and for a period of 10 (ten) years from the deemed date of allotment or such other maturity period (subject to applicable law) as may be agreed, on a private placement basis to such persons as may be identified by the Company for the purposes of Section 42 of the Companies Act, 2013 (“Investor(s)”), on such terms as may be agreed with the Investor(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms of the issue including timing of the issue(s), the class of investors to whom the NCDs are to be issued, number of NCDs, tranches, issue price, interest rate, premium, redemption, allotment of NCDs and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

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

**Sd/-  
Vinod Dsouza  
Company Secretary  
Membership No: A19247**

**Regd. Office:** Unit No. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
'G' Block, Bandra Kurla Complex,  
Bandra East, Mumbai – 400051

**Date** : 23/08/2022

**Place** : Mumbai



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**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 03/2022 dated 5<sup>th</sup> May 2022, 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 02/2022-23 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**

**Sd/-  
Vinod Dsouza  
Company Secretary  
Membership No: A19247**

**Regd. Office:** Unit No. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
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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:**

In terms of provisions of Section 23, 42 and 71 of the Companies Act, 2013 (the ‘Act’) read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the company by a special resolution. Such approval is valid for a period of one year for all the offers or invitations for non-convertible debentures to be made during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board.

The Board of Directors of the Company (“**Board**”) in its meeting held on 3<sup>rd</sup> August 2022 have, subject to the approval of members of the Company and IRDAI, provided their in-principal approval to issue upto 1000 (One thousand) Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures (“**NCDs**”) each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to INR 1,000,000,000 (Indian Rupees One Hundred Crores) on a private placement and authorised the CEO & MD to finalise the quantum of issuance in one or more tranches and on such terms and conditions and at such price(s) in compliance with the regulatory requirements, if any, and as may be finalized by the Board. Accordingly, it is proposed to issue 600 (Six Hundred) Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures (“**NCDs**”) each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to INR 600,000,000 (Indian Rupees Sixty Crores) on private placement basis. The funds raised through private placement of NCDs shall be utilized towards further strengthening the Company’s solvency by way of augmenting its capital under ‘Other Forms of Capital’ to facilitate growth of the Company.

Accordingly, subject to necessary regulatory approvals and other considerations, the Company is proposing to offer and issue Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up NCDs for an aggregate amount not exceeding INR 600,000,000 (Indian Rupees Sixty Crores) to eligible persons, on a private placement basis.

Axis Bank Limited has evidenced their interest in subscribing to the NCDs proposed to be issued by the Company on a private placement basis.

As specified above, the Company is seeking approval from its Members under Section 23, Section 42, Section 71 and other applicable rules, as amended, to issue NCDs, as set out in the Special Resolution at Item No. 1 of the Notice. Each of the NCDs shall be issued at par and the coupon rate of the same shall be in compliance with the in-principle approval provided by IRDAI dated 19<sup>th</sup> August 2022 and subsequently listed on the National Stock Exchange (“**NSE**”) subject to in-principle approval of the NSE.



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The resolution as set out in item no. 1 of this Notice is accordingly recommended for your approval as Special 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.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

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

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

**Sd/-  
Vinod Dsouza  
Company Secretary  
Membership No: A19247**

**Regd. Office:** Unit No. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
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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 02/2022-23 Extra-Ordinary General of the Company held on Wednesday, 24<sup>th</sup> August 2022 at 5.00 p.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.	Offer and issue of Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures on private placement basis		

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

Signature of Share Holder: