



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 01/2022-23 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 01/2022-23 Extra-Ordinary General Meeting (“EGM”) of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on Monday, **May 16, 2022** at 11.00 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. Amendment to Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Rules thereunder (including any statutory modification or re-enactment thereof) and in Compliance with Rule 4 of Indian Insurance Companies (Foreign Investment) Amendment Rules, 2021 and Regulation 5A of IRDAI (Indian Insurance Companies) (Amendment) Regulations, 2021 consent of the Members be and is hereby accorded for amending the existing clause 117, 129 and 158 of Articles of Association of the Company.

**RESOLVED FURTHER THAT** Parag Raja CEO and Managing Director and Vinod D’souza, Head – Compliance and 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. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
‘G’ Block, Bandra Kurla Complex,  
Bandra East, Mumbai – 400051

**Date** : 24/04/2022  
**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. GMJ & Associates, Practicing Company Secretaries have been appointed as the Scrutinizers to scrutinize the voting through poll at the 01/2022-23 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**

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

**Regd. Office:** Unit No. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
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**Date** : 24/04/2022

**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:**

The Indian Insurance Companies (Foreign Investment) Amendment Rules, 2021 ('Rules') notified on 19<sup>th</sup> May 2021 and IRDAI (Indian Insurance Companies) (Amendment) Regulations, 2021 stated that in case of an Insurance Company having any FDI, Compliances with following provisions should be ensured within 1 year of notification of the rules / regulation:

- a) a majority of its directors,
- b) a majority of its Key Management Persons, and
- c) at least one among the chairperson of its Board, its managing director and its Chief Executive Officer:

shall be Resident Indian Citizens.

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.

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 01/2022-23 Extra-Ordinary General of the Company held on Monday, May 16, 2022 at 11.00 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.	Amendment to Articles of Association of the Company		

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

Signature of Share Holder: