



CIN: U66010MH2005PLC157108

Registered office address: Unit No. 1902, 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@bharti-axa.com

website: www.bharti-axa.com

NOTICE

NOTICE is hereby given that the 17th (**Seventeenth**) Annual General Meeting of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on Tuesday, 27th September, 2022 at 11.00 a.m. through Video Conference (“VC”) pursuant to Circular no. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and 02/2022 dated 5th May, 2022 issued by Ministry of Corporate Affairs (MCA) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended 31 March 2022, the Balance Sheet as at that date, together with the Reports of the Joint Statutory Auditors and Directors thereon and in this connection, to pass the following resolution, with or without modifications:

“**RESOLVED THAT** the Audited Financial Statements for the financial year ended 31st March, 2022 along with the report of the Management, Boards’ and Auditors’ thereon for the said year be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Rakesh Bharti Mittal (DIN: 00042494), who retires by rotation and being eligible, offers himself for re-appointment and in this connection, to pass the following resolution, with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Rakesh Bharti Mittal (DIN: 00042494) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

3. To appoint a Director in place of Rajesh Sud (DIN: 02395182), who retires by rotation and being eligible, offers himself for re-appointment and in this connection, to pass the following resolution, with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Rajesh Sud (DIN: 02395182) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”



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SPECIAL BUSINESS:

4. Appointment of Rodney Coelho (DIN: 09469298) 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, Rodney Coelho (DIN: 09469298), who was appointed as an Additional Director of the Company by the Board 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."

5. Appointment of Niharika Yadav (DIN: 09406198) 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, Niharika Yadav (DIN: 09406198), who was appointed as an Additional Director of the Company by the Board 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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6. Appointment of Celine Callard (DIN: 09598368) 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, Celine Callard (DIN: 09598368), who was appointed as an Additional Director of the Company by the Board 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."

7. CEO Compensation

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

• Revision in Total Cash Compensation

"RESOLVED THAT pursuant to the provisions of Section 34A of Insurance Act, 1938, IRDAI approval letter dated 9 April, 2020, applicable provisions of Companies Act, 2013, IRDAI Guidelines on Corporate Governance dated May 18, 2016 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Insurance Act, 1938 (including any statutory modification or re-enactment thereof for the time being in force), the applicable Rules and Regulations made thereunder and subject to approval of Insurance Regulatory and Development Authority of India (IRDAI), approval of the Shareholders be and is hereby accorded for revision in remuneration of Parag Raja (DIN: 08713978), CEO and Managing Director (Director not liable to retire by rotation) of the Company with effect from 1 April 2022, as under:

Amt in INR

Components	FY 2022-23
Total Fixed Pay	2,48,40,000
Target Variable Pay	1,24,20,000
Total Cash Compensation (Target)	3,72,60,000



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RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things and sign all such forms and documents, as may be necessary for effecting the aforesaid resolutions and to complete the necessary formalities to give effect to the above.”

By Order of the Board

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

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

Date : 5th September, 2022

Place : Mumbai



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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular dated May 5, 2020 read with Circulars dated April 13, 2020 April 8, 2020 and 02/2022 dated May 5, 2022 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. The deemed venue of the Annual 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 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@bharti-axa.com.
5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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@bharti-axa.com.



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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 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 17th 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@bharti.axa.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@bharti.axa.com.
- 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.



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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.



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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. 4 under Special Business:

Based on the recommendations of the Board Nomination and Remuneration Committee, Rodney Coelho (DIN: 09469298) was appointed as an Additional Director on the Board of the Company 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 Rodney Coelho (DIN: 09469298) as a Director of the Company.

The details of Rodney Coelho (DIN: 09469298), as required under the provisions of Secretarial Standard-2 is as follows:

Name and DIN	Rodney Coelho (DIN: 09469298)
Age	42
Qualifications	a) Bachelors in Mathematics from the University of Waterloo, Canada; b) Major in Actuarial Science; c) FSA and FCIA certifications.
Experience	a) Strategic Development Officer of AXA Asia Markets and also the President Commissioner of AXA Financial Indonesia since August 2018; b) Held various leadership positions in Manulife, Canada for a period of 14 years.
Terms and Conditions of appointment	As approved by the Board of Directors of the Company
Details of remuneration sought to be paid, and remuneration last drawn by proposed appointee	Nil
Date of first appointment on the Board	2 nd February, 2022
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Nil



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Number of Meetings of the Board attended during the year and committee memberships	Number of Board Meetings attended: 1 during FY 2021-22 Member of Board Investment Committee, Board Audit and Compliance Committee, Board Nomination and Remuneration Committee and Risk Management Committee
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The resolution as set out in item no. 4 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 Rodney Coelho (DIN: 09469298) is in any way, concerned or interested in the said resolution.

Item No. 5 under Special Business:

Based on the recommendations of the Board Nomination and Remuneration Committee, Niharika Yadav (DIN: 09406198) was appointed as an Additional Director on the Board of the Company 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 Niharika Yadav (DIN: 09406198) as a Director of the Company.

The details of Niharika Yadav (DIN: 09406198), as required under the provisions of Secretarial Standard-2 is as follows:

Name and DIN	Niharika Yadav (DIN: 09406198)
Age	47
Qualifications	a) Graduate from Maharshi Dayanand Saraswati University, India; b) Business Management Post Graduate Diploma from Fore School of Management, New Delhi; c) Certification in Data Science and High Performance collaboration – Leadership, Teamwork and negotiation.
Experience	a) President Director of PT AXA Financial Indonesia since 30 April 2019; b) More than 10 years' experience in the field of insurance, driving distribution and performance strategy around the region with focus on SEA countries during her role in Hong Kong in the regional AXA office.



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Terms and Conditions of appointment	As approved by the Board of Directors of the Company
Details of remuneration sought to be paid, and remuneration last drawn by proposed appointee	Nil
Date of first appointment on the Board	3 rd February, 2022
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Number of Meetings of the Board attended during the year and committee memberships	Number of Board Meetings attended: 1 during FY 2021-22 Member of Risk Management Committee

The resolution as set out in item no. 5 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 Niharika Yadav (DIN: 09406198) is in any way, concerned or interested in the said resolution.

Item No. 6 under Special Business:

Based on the recommendations of the Board Nomination and Remuneration Committee, Celine Callard (DIN: 09598368) was appointed as an Additional Director on the Board of the Company 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 Celine Callard (DIN: 09598368) as a Director of the Company.

The details of Celine Callard (DIN: 09598368), as required under the provisions of Secretarial Standard-2 is as follows:

Name and DIN	Celine Callard (DIN: 09598368)
Age	45
Qualifications	a) Certified actuary from French Institute of Actuaries; b) Currently pursuing International Director Program from INSEAD.
Experience	a) Strategic Development Officer for INM Asia and Chief of Staff, Singapore since January 2020; b) More than 20 years of rich experience in Corporate Finance, Business Strategy,



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	<p>Strategy Development, Emerging Markets, Project Management, Actuarial Science, Risk Management, Reinsurance and Mergers & Acquisitions;</p> <p>c) Pricing and Offer Actuary, P&C and served at various positions from 2000 to 2019 at AXA Group, and became Head of Strategy, Corporate Development and Innovation team in 2017;</p> <p>d) Member Board of Directors of Bao Minh Insurance Company since July 2020.</p>
Terms and Conditions of appointment	As approved by the Board of Directors of the Company
Details of remuneration sought to be paid, and remuneration last drawn by proposed appointee	Nil
Date of first appointment on the Board	19 th May, 2022.
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Number of Meetings of the Board attended during the year and committee memberships	<p>Number of Board Meetings attended: NA during FY 2021-22</p> <p>Member of Policyholders' Protection Committee</p>

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 Celine Callard (DIN: 09598368) is in any way, concerned or interested in the said resolution.

Item No. 7 under Special Business:

As a part of Annual compensation increment, the Board of Directors at its meeting held on 18th May, 2022 granted approval for revision in remuneration of Parag Raja, CEO & Managing Director of the Company. The details are specified in the resolution.

The revisions are subject to approval from IRDAI. There is no change proposed to other components of remuneration of Parag Raja, CEO & Managing Director of the Company.

The details of Parag Raja, as required under the provisions of Secretarial Standard-2 is as follows:



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Name and DIN	Parag Raja (DIN 08713978)
Age	45 years
Qualifications	MMM – Jamnalal Bajaj (JBIMS) M.Com – Sydenham College B.Com – H. R.College
Experience	20 years' experience in leading large sales organisations across Financial Services, telecom and Direct-selling domains
Terms and Conditions of appointment	As approved by the Board and IRDAI and the Appointment letter issued by the Company
Details of remuneration sought to be paid, and remuneration last drawn by proposed appointee	As included in the proposed resolution.
Date of first appointment on the Board	1 May 2020
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Number of Meetings of the Board attended during the year and committee memberships	Board Meetings attended: 5 Committee Meetings attended: 10 Member of 3 Committees i.e. Board Investment Committee, Risk Management Committee and With Profit Committee.

The resolution as set out in item no. 7 of this Notice is accordingly recommended for your approval as Special Resolutions respectively.

None of the Directors, Key Managerial Personnel and their relatives other than Parag Raja is in any way, concerned or interested in the said resolutions.

By Order of the Board

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

Regd. Office: Unit No. 1902, 19th Floor, Parinee Crescenzo,
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Bandra East, Mumbai – 400051

Date : 5th September, 2022

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 17th Annual General Meeting of the Company held on Tuesday
the 27th day of September, 2022 at 11.00 a.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	Assent	Dissent
Ordinary Business			
1.	Adoption of Audited Financial Statements and report of Auditors and the Board thereon for the year ended March 31, 2022		
2.	To appoint a Director in place of Rakesh Bharti Mittal (DIN: 00042494), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Rajesh Sud (DIN: 02395182), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	Appointment of Rodney Coelho (DIN: 09469298) as Non-Executive Director, liable to retire by rotation		
5.	Appointment of Niharika Yadav (DIN: 09406198) as Non-Executive Director, liable to retire by rotation		



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6.	Appointment of Celine Callard (DIN: 09598368) as Non-Executive Director, liable to retire by rotation		
7.	CEO Compensation: <ul style="list-style-type: none">• Revision in Total Cash Compensation		

Signed this _____ day of _____ Two Thousand Twenty-Two

Signature of Share Holder: _____