



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

E-mail: [compliance.life@bharti-axa.com](mailto:compliance.life@bharti-axa.com)

website: [www.bharti-axa.com](http://www.bharti-axa.com)

## NOTICE

**NOTICE** is hereby given that the 18<sup>th</sup> (**Eighteenth**) Annual General Meeting (“AGM”) of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on Tuesday 26<sup>th</sup> September, 2023 at 11.00 a.m. through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) pursuant to 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, 02/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and any other circulars as may be applicable from time to time 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 2023, 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 Statement comprising of Audited Revenue Account, Profit and Loss Account, Receipt and Payment account of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the Balance sheet as at that date, together with 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 Akhil Gupta (DIN: 00028728), 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, Akhil Gupta (DIN: 00028728) 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 Harjeet Kohli (DIN: 07575784), 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, Harjeet Kohli (DIN: 07575784) 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.”



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

E-mail: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)

website: [www.bharti.axa.com](http://www.bharti.axa.com)

4. To appoint a Director in place of Rodney Coelho (DIN :09469298), 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, Rodney Coelho (DIN :09469298) 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.”

5. To fix the remuneration of M/s. CNK & Associates, Chartered Accountants, Joint Statutory Auditors of the Company and in this connection, to pass the following resolution, with or without modifications:

**“RESOLVED THAT** 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) for appointment of statutory auditors, and further to the recommendation of the Board Audit and Compliance Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the payment of remuneration of INR 36,75,000/- per annum (excluding GST and out of pocket expenses) to M/s. CNK & Associates, LLP, Chartered Accountants (ICAI Firm Registration No.101961W) one of the Joint Statutory Auditors of the Company from the Financial Year 2023-24.

**RESOLVED FURTHER THAT** the any of the Directors and the Chief Compliance Officer & Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To fix the remuneration of M/s. M. P. Chitale and Co, Chartered Accountants Joint Statutory Auditors of the Company and in this connection, to pass the following resolution, with or without modifications:

**“RESOLVED THAT** 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) for appointment of statutory auditors and further to the recommendation of the Board Audit and Compliance Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the payment of remuneration of INR 36,75,000/- per annum (excluding GST and out of pocket expenses) to M/s. M. P. Chitale and Co, Chartered Accountants (ICAI Firm Registration No.101851W), one of the Joint Statutory Auditors of the Company from the Financial Year 2023-24.



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

E-mail: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)

website: [www.bharti.axa.com](http://www.bharti.axa.com)

**RESOLVED FURTHER THAT** the any of the Directors and the Chief Compliance Officer & Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **SPECIAL BUSINESS:**

##### **7. Alteration of Article of Association**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act and rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, (SEBI ILNCS Regulations), clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time and any other applicable laws, and in accordance with the enabling provisions of the Memorandum and Articles of Association and on recommendation of Board of Directors the consent of the members is be and hereby accorded to alter the set of existing articles of association of the Company by inserting clause 128A and altering clause 117, 123, 125 and 128 as stated in the Explanatory Statement attached to the Notice and that the same be approved and be adopted as the new Articles of Association of the Company.

**RESOLVED FURTHER THAT** the any Director, and Chief Compliance officer & Company Secretary of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including the Registrar of Companies, Maharashtra at Mumbai and Insurance Regulatory and development Authority of India (“IRDAI”), to effectively implement this resolution.

##### **8. 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, provisions of Section 197, 198 of Companies Act, 2013 (Act) read with Schedule V to the Act, IRDAI Guidelines on Corporate Governance dated May 18, 2016 and other applicable provisions, if any, of the Companies Act, 2013, 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 in furtherance to all the previous resolutions passed by the company in this regard, and subject to approval of Insurance Regulatory and Development Authority of India (IRDAI) and further to recommendation of Board



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

E-mail: [compliance.life@bhartiata.com](mailto:compliance.life@bhartiata.com)

website: [www.bhartiata.com](http://www.bhartiata.com)

Nomination and Remuneration Committee and the Board of Directors, the 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 2023, as under:

Components	Amt in INR	
	Current	Proposed for FY 24
Total Fixed Pay	2,48,40,000	2,68,27,200
Target Variable Pay	1,24,20,000	1,34,13,600
Total Cash Compensation (Target)	3,72,60,000	4,02,40,800

**RESOLVED FURTHER THAT**, all other terms and conditions of his appointment shall continue remaining the same for the tenure of his appointment, unless otherwise approved by the Board of Directors and members, respectively, in this regard.

**RESOLVED FURTHER THAT** any Director, Head - Human Resource and the Chief Compliance officer & Company Secretary of the Company be and is hereby authorized 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, 19<sup>th</sup> Floor, Parinee Crescenzo,  
'G' Block, Bandra Kurla Complex,  
Bandra East, Mumbai – 400051

**Date** :04/09/2023

**Place** : Mumbai



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

E-mail: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)

website: [www.bharti.axa.com](http://www.bharti.axa.com)

#### NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General 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 and 11/2022 dated 28<sup>th</sup> December, 2022 has permitted Companies to hold the Annual General Meeting (“AGM”) through electronic form.
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. 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 all the Special Business to be conducted in this AGM is annexed hereto.
4. Body Corporate shall provide resolution of authorized representative. Copies of Resolution under Section 113(1) (a) of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be forwarded to the Company prior to the meeting. The said Resolution/ Authorization 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 AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company’s website [www.bharti.axa.com](http://www.bharti.axa.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. The link for joining the AGM through video conferencing will be activated 15 minutes before the time scheduled and the same link will be active till 15 minutes after the conclusion of AGM.
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](mailto:compliance.life@bharti.axa.com).



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

E-mail: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)

website: [www.bharti.axa.com](http://www.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>

Meeting ID: 782 804 2784

Passcode: 12345

- 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 18<sup>th</sup> 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](mailto: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 explanatory statement and such statutory records and registers, 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).
- 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



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

E-mail: [compliance.life@bhartiata.com](mailto:compliance.life@bhartiata.com)

website: [www.bhartiata.com](http://www.bhartiata.com)

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, 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@bhartiata.com](mailto:compliance.life@bhartiata.com).



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

E-mail: [compliance.life@bhartiata.com](mailto:compliance.life@bhartiata.com)

website: [www.bhartiata.com](http://www.bhartiata.com)

## 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. 7 under Special Business:

The item no 7 of the notice is for alteration of Articles of association of the company, in line with the Statutory amendments to the and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (ILNCS Regulations) and Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (DT Regulations) which are applicable to the Company, by virtue of being a debt listed company.

Pursuant to Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 dated 2nd February, 2023 (ILNCS regulations) the Articles of Association of every debt listed Company must provide a clause permitting the appointment of a nominee director nominated by the Debenture Trustee in the event as laid out in Regulation 15(1)(e) of the DT Regulations. Such amendment to the Articles of Association must be carried out by the debt listed Companies. Pursuant to the insertion of the proposed clause as Article 128A of the Articles of Association, Article 117, 123, 125 and 128 shall be required to be suitably modified to give effect to the above insertion.

Accordingly, the summary of the changes proposed in the existing Articles of Association of the Company are as follows:

Article No.	Summary of proposed changes with reasons
117	Modification - The limit of maximum Directors revised from 11 to 12  Explanation – In keeping with the requirement for enabling the appointment of Nominee Director by Debenture Trustee, the total number of Directors have been increased from 11 to 12.
123	Modification - Any appointment or removal of Director shall be subject to the enabling provisions of 123 of Articles of Associations except for the Nominee director appointed under Article 128A  Explanation – In terms of the ILNCS regulations, since the appointment of the Nominee Director is to be made only by the Debenture Trustee in the event of default, this clause is amended to give exception to Nominee Director appointed under Article 128A from the enabling provision of 123 regarding appointment / removal of Director.
125	Modification - If a Director (except for the Nominee Director appointed under Article 128A) is removed from his office at the request of a Shareholder, such Shareholder shall be responsible for and shall indemnify the other Shareholders and the Company against





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

E-mail: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)

website: [www.bharti.axa.com](http://www.bharti.axa.com)

	<p>any loss, liability or cost that either of them may suffer or incur as a result of any claim by such Director for unfair or wrongful dismissal arising out of such removal;</p> <p>Explanation – In terms of the ILNCS regulations, the Nominee Director cannot be removed by the shareholder of the Company and hence exception has been recorded for the Nominee Director appointed under Article 128A.</p>
128	<p>Modification - Save for any Directors appointed under these Articles (including any Independent Directors) and their alternates, no Director shall be appointed without the consent of the Shareholders. Subject to the applicable Laws, if any such Director is appointed and any Shareholder subsequently notifies the other Shareholders in writing that it wishes to remove that Director, the Shareholders shall co-operate to remove that Director (except for the Nominee Director appointed under Article 128A) from his office as a Director as soon as reasonably practicable.</p> <p>Explanation - In terms of the ILNCS regulations, since the appointment of the Nominee Director is to be made only by the Debenture Trustees, this clause is amended to give reference to the same.</p>
128A (Newly inserted)	<p>Where the company issues debentures or bonds or such other instruments, the debenture trustee in accordance with clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 shall, have the right to appoint Nominee Director to the Board of the Company, and to remove from office any Nominee Director so appointed and to appoint another in his/her place or in the place of a Director so appointed who resigns or otherwise vacates his/her office, in accordance with provisions of the Companies Act 2013, applicable law, regulatory or listing requirements and terms and conditions of such debenture documents. Any such appointment or removal shall be made in writing and shall be served at the office of the Company. The Nominee Director shall neither be required to hold any qualification nor be liable to retire by rotation. The Nominee Director shall be entitled to all the rights and privileges of other non-executive directors.</p>

In view of above-mentioned amendments in ILNCS Regulations, The Articles of Association of the Company is required to be amended. The agenda for amendment of AOA is proposed for the approval of the members in the AGM.

The resolution as set out in item no. 7 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.



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

E-mail: [compliance.life@bhartiata.com](mailto:compliance.life@bhartiata.com)

website: [www.bhartiata.com](http://www.bhartiata.com)

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 above resolution under the Item No. 7 for approval of the members as a Special Resolution.

**Item No. 8 under Special Business:**

As a part of Annual compensation increment, the Board of Directors at its meeting held on 08<sup>th</sup> May, 2023 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 or terms of appointment 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:

Name and DIN	Parag Raja (DIN 08713978)
Age	46 years ( 27-8-1976)
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: 7 Committee Meetings attended: 12 Member of 3 Committees i.e. Board Investment Committee, Risk Management Committee and With Profit Committee.

The resolution as set out in item no. 8 of this Notice is accordingly recommended for your approval as Special Resolution. The relevant documents being referred in this resolution would be available



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

E-mail: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)

website: [www.bharti.axa.com](http://www.bharti.axa.com)

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.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Parag Raja 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 above resolution under the Item No. 8 for approval of the members as a Special Resolution.

**By Order of the Board**

**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 :** 04/09/2023

**Place :** Mumbai



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

E-mail: [compliance.life@bhartiata.com](mailto:compliance.life@bhartiata.com)

website: [www.bhartiata.com](http://www.bhartiata.com)

**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 18<sup>th</sup> Annual General Meeting of the Company held on _____ the _____ 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/ Special 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>Ordinary Business</b>			
1.	To adopt the Audited Financial Statement comprising of Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended 31 March 2023, the Balance Sheet as at that date, together with the Reports of the Joint Statutory Auditors and Directors		
2.	To appoint a Director in place of Akhil Gupta (DIN: 00028728), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Harjeet Kohli (DIN: 07575784), who retires by rotation and being eligible, offers himself for re-appointment.		



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

E-mail: [compliance.life@bhartiata.com](mailto:compliance.life@bhartiata.com)

website: [www.bhartiata.com](http://www.bhartiata.com)

4.	To appoint a Director in place of Rodney Coelho (DIN: 09469298), who retires by rotation and being eligible, offers himself for re-appointment.		
5.	To fix the remuneration of M/s. CNK & Associates, Chartered Accountants, Joint Statutory Auditors of the Company		
6.	To fix the remuneration of M/s. M. P. Chitale and Co, Chartered Accountants Joint Statutory Auditors of the Company		
<b>Special Business</b>			
7.	Alteration of Articles of Association of the Company		
8.	CEO Compensation: <ul style="list-style-type: none"><li>• Revision in Total Cash Compensation</li></ul>		

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

Signature of Share Holder: \_\_\_\_\_