



Bharti AXA Life Insurance Company Limited  
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](http://www.bharti.axa.com)

## **NOTICE OF 01/2025-26 EXTRA-ORDINARY GENERAL MEETING**

**SHORTER NOTICE** is hereby given that the 01/2025-26 Extra-Ordinary General Meeting (“EGM”) of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on Wednesday, 30<sup>th</sup> April, 2025 at 2.00 P.M. through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”) pursuant to Circular no.14/2020 dated 08th April 2020, Circular no.17/2020 dated 13th April 2020, Circular no.22/2020 dated 15th June 2020, Circular no.33/2020 dated 28th September 2020, Circular no.39/2020 dated 31st December 2020, Circular no.10/2021 dated 23rd June 2021, Circular no.20/2021 dated 8th December 2021, Circular no.03/2022 dated 5th May 2022, Circular no.11/2022 dated 28<sup>th</sup> December 2022 and in continuation with Circular no. 09/2023 dated 25<sup>th</sup> September, 2023 and any other applicable circulars issued by Ministry of Corporate Affairs (MCA) to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. To appoint Mr. Sameer Nath (DIN 07551506) as a Non-Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and other applicable provisions, if any, and guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of the Directors [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, Mr. Sameer Nath (DIN 07551506), who was appointed as an Additional Non-Executive Director pursuant to the recommendation of the Board Nomination and Remuneration Committee and the Board of Directors with effect from 26<sup>th</sup> April, 2025 be and is hereby appointed as a Non-Executive Director of the Company and he is liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors and 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.”

#### **2. Alteration of Articles of Association**

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

#### **Service Unit Address:**

Bharti AXA Life Insurance Company Ltd. Spectrum Towers, 3rd Floor, Malad Link Road, Malad (West), Mumbai – 400064, Maharashtra.

#### **Registered Address:**

Bharti AXA Life Insurance Company Ltd. IRDAI Regd No. 130 dated 14/07/2006 [Life Insurance Business] Unit No. 1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Behind MCA Ground, Bandra East, Mumbai – 400051, Maharashtra. CIN: U66010MH2005PLC157108 | Toll free No.: 1800-102-4444 | Website: [www.bharti.axa.com](http://www.bharti.axa.com) | Tel: +91 22 40306300 Fax: +91 22 40306300 | Email: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com)



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**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 and other applicable provisions and rules and regulations as may be applicable from time to time including amendment thereof and any enactment there to, if any, and on recommendation of Board of Directors, the consent of the members be and is hereby accorded to alter the existing set of Articles of Association of the Company and to adopt the new Articles of Association of the Company.

**RESOLVED FURTHER THAT** any Director and 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 and undertake all such necessary steps, including carrying out any revisions in the attached Articles of Association, as may be directed by the ROC, IRDAI or any other statutory authority as applicable in this regard and to file such necessary forms, and documents as may be necessary to give effect to the above resolution in all respects without seeking any further approval from the members of the Company.”

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

**Vinod D'souza**  
**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 :** 29/04/2025

**Place :** Mumbai

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**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no.14/2020 dated 08<sup>th</sup> April 2020, Circular no.17/2020 dated 13<sup>th</sup> April 2020, Circular no.22/2020 dated 15<sup>th</sup> June 2020, Circular no.33/2020 dated 28<sup>th</sup> September 2020, Circular no.39/2020 dated 31<sup>st</sup> December 2020, Circular no.10/2021 dated 23<sup>rd</sup> June 2021, Circular no.20/2021 dated 8<sup>th</sup> December 2021, Circular no.03/2022 dated 5<sup>th</sup> May 2022 and Circular no.11/2022 dated 28<sup>th</sup> December 2022 and in continuation with Circular no. 09/2023 dated 25<sup>th</sup> September, 2023 has permitted Companies to hold the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without physical presence of the Members at the common venue. Accordingly, in compliance with the MCA Circulars, the EGM of the Company is being held through VC.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM and 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 Extra Ordinary General Meeting shall be the registered office of the Company.

Since the EGM is being held through VC, the physical presence of the Members has been dispensed with and 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. Body Corporates 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 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.
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, Directors, Key Managerial Personnel, and all other persons authorized

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to attend the meeting. The framework and instructions for accessing the Video Conference facility is given below:

➤ **For participation:**

- **Zoom Meeting link –**  
<https://bharti.axa.zoom.us/j/7828042784?pwd=eWdMK3lUbXRIUTZaeHJTcXZCRmIGZz09>
- 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:**

- Voting will be done by show of hands, unless demanded through poll by the members and one vote one-member criteria will be followed.
- In case of voting shall be done through poll, one share one vote criteria will be followed.
- Member may demand a poll having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed has been paid-up
- The designated e-mail address for communication is [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com) for the members, to enable them to vote, when Poll is required to be taken during the Meeting on any resolutions.
- 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@bharti.axa.com](mailto:compliance.life@bharti.axa.com). The relevant documents being referred in the resolutions 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
- Members are requested to promptly notify any change in their address or Email ID to the Company at: [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com) or at the registered office of the Company. Members who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number / DPID-Client ID and attaching a self-attested copy of PAN card, recent passport size photo (for individuals), address proof at [compliance.life@bharti.axa.com](mailto:compliance.life@bharti.axa.com).

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

**Vinod D'souza**  
**Company Secretary**  
**Membership No: A19247**

**Regd. Office :** Unit No. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
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**Date :** 29/04/2025  
**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:**

Bharti Life Ventures Private Limited (BLVPL), existing Equity Shareholder of the Company entered into the Shareholder's agreement with 360 One Special Opportunities Fund – Series 11, 360 One Special Opportunities Fund – Series 12, 360 One Special Opportunities Fund – Series 13, and 360 One Private Equity Fund – Series 2 (collectively referred to as "360 One Funds") for the transfer of its 15% Equity Share Capital.

As agreed by the shareholders, one investor nominee director shall be required to be appointed on the Board of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Board Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 26<sup>th</sup> April 2025 recommended the appointment of Mr. Sameer Nath (DIN 07551506) as an Additional Non-Executive Director (Nominated by 360 One Funds) on the Board of the Company with effect from 26<sup>th</sup> April, 2025. The Board is of the view that the appointment of Mr. Sameer Nath as a Non-Executive Director on the Board is desirable and hence it recommends the said Resolution No. 1 for approval by the members of the Company.

Mr. Sameer Nath is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Sameer Nath as per the provisions of the Act and IRDAI Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by any authority.

Brief profile of Mr. Sameer Nath is annexed to this notice as Annexure –A.

The details of Mr. Sameer Nath, as required under the provisions of Secretarial Standard-2 is as follows:

Name and DIN	Sameer Nath (DIN 07551506)
Date of Birth /Age	November 09, 1973 / 51 years
Qualifications	BA from Middlebury College MBA from University of Chicago Booth School of Business
Experience	26 years of experience across Private Market investing, M&A, capital markets, entrepreneurship and management
Terms and Conditions of appointment	As per the Shareholder's agreement and Share purchase cum-share subscription agreement noted by the Board and signed by the Shareholders
Details of remuneration sought to be paid, and remuneration last drawn by proposed appointee	NIL
Date of first appointment on the Board	26 <sup>th</sup> April, 2025

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Shareholding in Bharti AXA Life Insurance Company Ltd	Nil							
Relationship with other Directors, Manager and Key Managerial Personnel	Nil							
The number of meetings of the Board attended during the year	Nil during FY 2025 to till date							
Other Directorship	<ul style="list-style-type: none"> <li>• 360 One Alternates Asset Management Limited</li> <li>• IP Venture advisors Private Limited</li> <li>• Bluestone Jewellery and Lifestyle Private Limited</li> <li>• Anarock Property Consultants Private Limited</li> <li>• Advamedica inc.</li> </ul>							
Membership / Chairmanship of Committees of other Board	<table border="1"> <tr> <td>Risk Management Committee</td><td>360 One Alternates Asset Management Limited</td></tr> <tr> <td>Non-Executive Nominee Director</td><td rowspan="4">Bluestone Jewellery and Lifestyle Private Limited</td></tr> <tr> <td>IPO Committee</td></tr> <tr> <td>Audit Committee</td></tr> <tr> <td>Risk Management Committee</td></tr> </table>	Risk Management Committee	360 One Alternates Asset Management Limited	Non-Executive Nominee Director	Bluestone Jewellery and Lifestyle Private Limited	IPO Committee	Audit Committee	Risk Management Committee
Risk Management Committee	360 One Alternates Asset Management Limited							
Non-Executive Nominee Director	Bluestone Jewellery and Lifestyle Private Limited							
IPO Committee								
Audit Committee								
Risk Management Committee								

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

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Sameer Nath 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. 1 for approval of the members as a Ordinary Resolution.

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**. Item No. 2:**

Bharti Life Ventures Private Limited (BLVPL), shareholder of the Company entered into the Shareholder's agreement with 360 One Special Opportunities Fund – Series 11, 360 One Special Opportunities Fund – Series 12, 360 One Special Opportunities Fund – Series 13, and 360 One Private Equity Fund – Series 2 (collectively referred to as "360 One Funds") for transferring its 15% Equity Share Capital.

The item no 2 of the notice is for alteration of Articles of Association of the Company, in line with the agreed terms, rights and obligations between the BLVPL and 360 One Funds to include the rights and obligations of the Shareholders consequent to transfer of 15% Equity Share Capital from BLVPL to 360 One funds. Therefore, necessary alterations are proposed to be made to the Articles of Associations by incorporating the relevant clauses from the Shareholder's agreement dated 17<sup>th</sup> February, 2025 signed by all the shareholders.

The resolutions passed at the Board Meeting and other allied documents, if any including the copy of the Articles of Association proposed to be adopted by alteration, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday) up to the date of holding EGM.

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

The Board accordingly, recommends the passing of Special Resolution as set out at item no. 2 of this Notice for the approval of members.

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

**Vinod D'souza  
Company Secretary  
Membership No: A19247**

**Regd. Office :** Unit No. 1902, 19<sup>th</sup> Floor, Parinee Crescenzo,  
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**Ballot Paper for the 01/2025-26 Extra-Ordinary General of the Company held on 30<sup>th</sup> April, 2025 at 2.00 P.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:

Item No.	Brief Description of Resolution	No. of Equity Shares for which votes cast	(For)	(Against)
			I / We assent to the Resolution	I / We dissent to the Resolution
1.	Appointment of Mr. Sameer Nath as a Non-Executive Director			
2.	Alteration of Articles of Association			

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

Signature of Share Holder/Authorized Representative:

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## Annexure A

### Brief Profile of Sameer Nath

Sameer Nath is Chief Investment Officer and Head–Venture Capital & Private Equity at 360 ONE Asset, overseeing more than \$3 billion in AUM. Sameer has 26 years of experience across private market investing, M&A, capital markets, entrepreneurship and management. Sameer was founder and managing partner at TrueScale Capital, which was acquired by 360 ONE Asset in early 2023. Sameer also co-founded Iron Pillar in 2016. Previously, he was a senior investment banker at Citigroup for 15 years (6 years as a managing director) in New York, Mumbai and Singapore. He helped Citi build market-leading franchises in M&A in India and Technology in India and globally. During his career, Sameer has advised and invested across multiple sectors and themes. As CIO, Sameer serves as lead member of the Investment Committee for all PE funds, from early-stage VC to growth equity to pre-IPO to secondaries strategies. In addition to leading the PE business and managing / mentoring the 35-member investment team, Sameer’s responsibilities include deal sourcing, deal evaluation, fund raising, fund oversight, investor relations and public relations. Sameer is a director / observer on 5 boards: BlueStone, SEDEMAC, Axio, ApnaKlub and ANAROCK. Sameer is also whole-time director on 360 ONE Alternates Asset Management Limited.

**Service Unit Address:**

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**Registered Address:**

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