



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 02/2025-26 EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 02/2025-26 Extra-Ordinary General Meeting (“EGM”) of the Members of Bharti AXA Life Insurance Company Limited (“the Company”) will be held on Wednesday, 3<sup>rd</sup> September, 2025 at 11.00 A.M. through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”) pursuant to 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, Circular no. 11/2022 dated 28<sup>th</sup> December 2022, Circular no. 09/2023 dated 25<sup>th</sup> September, 2023 and in continuation with Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 any other applicable circulars issued by Ministry of Corporate Affairs (MCA) to transact the following business:

#### **SPECIAL BUSINESS:**

#### **1. TO CHANGE THE NAME OF THE COMPANY AND SUBSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY: -**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4 and 13(2) of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modifications or re-enactment thereof for the time being in force) including any applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and subject to the approval of the Central Government, Ministry of Corporate Affairs (power delegated to Registrar of Companies), Debenture Trustees / Debenture holders, if required and the Insurance Regulatory and Development Authority of India (“IRDAI”), the consent of the members be and is hereby accorded to change the name of the Company from **“BHARTI AXA LIFE INSURANCE COMPANY LIMITED”** to **“BHARTI LIFE INSURANCE COMPANY LIMITED”** as approved by the Central Registration Centre (CRC) for reservation of the name vide its letter dated 1<sup>st</sup> August, 2025 and to substitute new name of the Company wherever it appears in the Memorandum, Articles of Association and other documents of the Company.”

**“RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association be altered accordingly and substituted by the following Clause:

“1. The name of the company is **“BHARTI LIFE INSURANCE COMPANY LIMITED”**.”

**“RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. **“BHARTI LIFE INSURANCE COMPANY LIMITED.”**

**“RESOLVED FURTHER THAT** the any Director, 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, Ministry of Corporate Affairs, 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

#### **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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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 :** 12.08.2025

**Place :** Mumbai

**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, Circular no. 09/2023 dated 25<sup>th</sup> September, 2023 and in continuation with Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 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. The deemed venue of the Extra Ordinary General Meeting shall be the registered office of the Company.

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.

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. Corporates Shareholders are required to provide a resolution/ authorization letter authorizing its representative to attend the EGM on its behalf. Copies of such Resolution/ Letter under Section 113(1) (a) of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be forwarded prior to the meeting 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.

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7. Since the EGM is held through VC, Route Map is not annexed in this Notice.
8. All the documents referred to in the notice and explanatory statement shall be available for inspection by the Members at the Registered Office of the Company during the business hours.
9. 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.
10. 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).
11. 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.
12. 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 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=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:**

- 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

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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).

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 :** 12.08.2025

**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**

AXA India Holdings (AXA), shareholder of the Company holding 49% of the Equity Share Capital, on 11<sup>th</sup> March, 2024 had transferred its entire shareholding to Bharti Life Ventures Private Limited. Pursuant to the said transfer of shares, the Company ceases to be a Joint Venture Company between the AXA and Bharti and eventually became a Wholly Owned Subsidiary of Bharti Life Ventures Private Limited.

Since the AXA group has made a formal exit, the name of the Company is required to be changed by removing the word “AXA”.

Pursuant to the Share Purchase agreement dated 11th October, 2023, Transitional Trademark License Agreement dated 8th March, 2024 and Transitional Trademark License Amendment agreement dated 21st June, 2024, the Company is permitted to use the Brand Name and logo of the AXA till December, 2025.

In accordance with the same, the management proposes to remove the word “AXA” from the name of the Company and change the name to “Bharti Life Insurance Company Limited”.

The Board of Directors of the Company has passed the resolution by circular on 3<sup>rd</sup> July, 2025 to approve the change of the Company's name from “**Bharti AXA Life Insurance Company Limited**” to “**Bharti Life Insurance Company Limited**”.

Further, in compliance with Sections 4 and 13 of the Companies Act, 2013 (“the Act”), read with applicable rules, the approval of the Members of the Company by way of a special resolution is solicited to enable the Board of Directors to take necessary actions for the alteration of the name clause in the Memorandum of Association and Articles of Association of the Company.

A copy of the proposed Memorandum and Articles of Association is available for inspection by the members during normal business hours on any working day at the registered office of the Company.

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 recommends the above resolution as set out under the Item No. 1 of the notice for approval of the members as a Special Resolution.

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

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

**Date : 12.08.2025  
Place : Mumbai**

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**Ballot Paper for the 02/2025-26 Extra-Ordinary General of the Company held on 3<sup>rd</sup> September, 2025 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 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.	To Change the Name of the Company and Subsequent Alteration in Memorandum of Association and Articles of Association.			

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

Signature of Share Holder/Authorized Representative:

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