



Bharti AXA Life Insurance Company Limited
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
website: www.bharti.axa.com

NOTICE OF 03/2023-24 EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the 03/2023-24 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Bharti AXA Life Insurance Company Limited (“the **Company**”) will be held on Tuesday, 12 March, 2024 at 05.00 P.M. through Video Conference/ 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 28th December 2022 and in continuation with Circular no. 09/2023 dated 25th September, 2023 and any other applicable circulars issued by Ministry of Corporate Affairs (MCA) to transact the following business:

SPECIAL BUSINESS:

1. Alteration of Articles of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder, any other applicable laws, and subject to the receipt of such necessary statutory approvals as may be required in this regard 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 be and is hereby accorded to alter the existing set of Articles of Association of the Company, pursuant to exit of AXA India Holdings as shareholder of the Company due to transfer of 49% equity share capital of the Company and consequently the Company becoming a Wholly Owned Subsidiary of Bharti Life Ventures Private Limited and ceased to be a Joint Venture between Bharti Life Ventures Limited and AXA India Holdings, and that the same be approved and be adopted as the new set of Articles of Association of the Company with immediate effect.

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 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**

Sd/-
Vinod D'souza
Company Secretary
Membership No: A19247

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

Date : 11/03/2024
Place : Mumbai



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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General 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 and Circular no.11/2022 dated 28th December 2022 and in continuation with Circular no. 09/2023 dated 25th 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.
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.
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.
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=eWdMK3IUbXRIUTZaeHJTcXZCRmlGZz09>

- 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 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. and associates.rathi8@gmail.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 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.
- 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.
- Members are requested to promptly notify any change in their address or Email ID to the Company at: 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.

12. Members desirous to inspect the documents referred to in the Notice and the Explanatory Statement requiring Members' approval or any 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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By Order of the Board
For **Bharti AXA Life Insurance Company Limited**

Sd/-
Vinod D'souza
Company Secretary
Membership No: A19247

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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 item no 1 of the notice is for alteration of Articles of association of the company, in line with transfer of equity shares constituting 49% of equity share capital from AXA India Holdings (AXA) to Bharti Life Ventures Private Limited. Considering that pursuant to the above mentioned transfer of shares, the Company ceases to be a Joint Venture Company and Company became a Wholly Owned Subsidiary of Bharti Life Ventures Private Limited. Therefore, necessary alterations are proposed to be made to the Articles of Associations by deleting the reference of AXA and other suitable changes in this regards.

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. 1 of this Notice for the approval of members.

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

**Sd/-
Vinod D'souza
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)

| Ballot Paper for the 03/2023-24 Extra-Ordinary General of the Company held on 12th March, 2024 at 05.00 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 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. | Alteration of Articles of Association | | | |

Signed this _____ day of _____ Two Thousand Twenty Four-

Signature of Share Holder/Authorized Representative: