



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 01/2023-24 EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the 01/2023-24 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Bharti AXA Life Insurance Company Limited (“the **Company**”) will be held on Friday, 15 September, 2023 at 11.00 a.m. through Video Conference (“**VC**”) 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 and in continuation with Circular no.11/2022 dated 28th December 2022 and any other applicable circulars issued by Ministry of Corporate Affairs (MCA) to transact the following business:

SPECIAL BUSINESS:

1. Issue and Offer of Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures on private placement basis.

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

"RESOLVED THAT subject to the provisions of IRDAI (Other Forms of Capital) Regulations, 2022, Foreign Exchange Management Act, 1999 (“**FEMA**”), rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Insurance Regulatory and Development Authority of India (“**IRDAI**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”) including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI (ILNCS) Regulations**”), as amended from time to time, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and Articles of Association of the Company and the listing agreements entered into or to be entered into with the stock exchange where the securities of the Company may be listed, and subject to such consents, approvals, permissions and sanctions as may be required from any appropriate statutory and regulatory authorities (“**Relevant Laws**”) and pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the relevant rules thereunder including inter alia Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**” which term shall include a Committee duly constituted by the Board) for the issue and offer upto 5,500 (Five Thousand and Five Hundred) Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures (“**NCDs**”) denominated in Indian Rupees (“**INR**”) each having a face value of INR 1,00,000 (Indian Rupees one Lakh) and aggregating upto INR 550,000,000 (Indian Rupees Fifty Five Crores)] or such other number of NCDs, at such face value and amount as may be determined, and at a coupon rate as may be specified, net of withholding taxes, or such other interest rate as may be agreed, payable annually and on maturity or at such other interest periods as may be agreed, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and for a period of ten years from the deemed date of allotment or such other maturity period (subject to applicable law) as may be agreed, on a private placement basis to such persons as may be identified by the Company in terms of Section 42 of the Companies Act, 2013 (“**Investor(s)**”), on such terms as may be agreed with the Investor(s);



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms of the issue including timing of the issue(s), the class of investors to whom the NCDs are to be issued, number of NCDs, tranches, issue price, interest rate, premium, redemption, allotment of NCDs and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

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

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 : 14/09/2023
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 in continuation with Circular no. 10/2022 dated 28th December 2022 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 Annual 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://zoom.us/j/7828042784?pwd=eWdMK3UbxRIUTZaeHJTcXZCRmlGZz09>

- 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.
- 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.



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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.

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

Sd/-
Vinod Dsouza
Company Secretary
Membership No: A19247

Regd. Office: Unit No. 1902, 19th Floor, Parinee Crescenzo,
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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:

In terms of provisions of Section 23, 42 and 71 of the Companies Act, 2013 (the “**Act**”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the company by a special resolution. Such approval is valid for a period of one year for all the offers or invitations for Non-convertible Debentures to be made during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board.

The Board of Directors of the Company (“**Board**”) in its meeting held on September 14, 2023 have, subject to the approval of members of the Company and IRDAI, approved issuance of upto 5,500 (Five Thousand and Five Hundred) Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures (“**NCDs**”) each having a face value of INR 100,000 (Indian Rupees one Lakh) and aggregating upto INR 550,000,000 (Indian Rupees Fifty Five Crores) on a private placement basis and authorized any Director / Compliance Officer & Company Secretary of the Company to finalize the quantum of issuance in one or more tranches and on such terms and conditions and at such price(s) in compliance with the regulatory requirements, if any, and as may be finalized by the Board.

The funds raised through private placement of NCDs shall be utilized towards further strengthening the Company’s solvency by way of augmenting its capital under ‘Other Forms of Capital’ to facilitate growth of the Company.

Accordingly, subject to necessary regulatory approvals and other considerations, the Company is proposing to issue and offer Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up NCDs for an aggregate amount not exceeding INR 550,000,000 (Indian Rupees Fifty-Five Crores) to eligible persons, on a private placement basis.

As specified above, the Company is seeking approval from its Members under Section 23, Section 42, Section 71, and other applicable rules, as amended from time to time, to issue NCDs, as set out in the Special Resolution at Item No. 1 of the Notice. Each of the NCDs shall be issued at par or premium or discount and the coupon rate of the same shall be in compliance with applicable laws, if any and subsequently listed on the National Stock Exchange of India Limited (“**NSE**”).

The disclosures as required under Section 42 of the Act and the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

a. Particulars of offer including date of passing the Board Resolution:

Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding INR 550,000,000 (Indian Rupees Fifty-Five Crores), in one or more tranches, has been passed by the Board in its meeting held on September 14, 2023. The Board / any director / Compliance officer & Company Secretary shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

b. Kind of Securities offered and the price at which security is being offered:

Issue Price of the NCDs shall be determined at the time of issue of respective series of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of NCDs in general.



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c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Not Applicable.

d. Name and address of valuer who performed valuation:

Not Applicable.

e. Amount which the Company intends to raise by way of such securities:

Amount aggregating upto INR 550,000,000 (Indian Rupees Fifty-Five Crores) in one or more tranches.

f. Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:

Any Director / Chief Financial Officer / Compliance Officer & Company Secretary of the Company shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

The relevant documents, resolutions passed at the Board Meeting and other allied documents, if any, 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.

The Board accordingly, recommends the passing of Special Resolution as set out at item no. 1 of this Notice for the approval of members. 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, 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 Dsouza
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 01/2023-24 Extra-Ordinary General of the Company held on 15th September, 2023 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.	Issue and Offer of Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures on private placement basis			

Signed this _____ day of _____ Two Thousand Twenty-Three.

Signature of Share Holder/Authorised Representative: