



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

E-mail: compliance.life@bharti-axa.com

website: www.bharti-axa.com

PROCEEDINGS OF THE 02/2023-24 EXTRA-ORDINARY GENERAL MEETING (EGM) OF BHARTI AXA LIFE INSURANCE COMPANY LIMITED (“THE COMPANY”) PURSUANT TO REGULATION 51(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 HELD THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM):

Date & Time : 11 October, 2023 at 12.00 P.M.

Mode of Voting : Voting through Poll

Directors Present:

Mr. Bharat Raut : Chairman of the Board Audit and Compliance Committee and Board Nomination and Remuneration Committee

Mr. Jitender Balakrishnan : Chairman of Policyholders’ Protection Committee and With Profit Committee

Mr. Parag Raja : CEO and Managing Director

Invitees:

Mr. Vinod D’Souza : Chief Compliance Officer and Company Secretary

Mr. Jayesh Shah : Partner, Rathi & Associates. Practicing Company Secretaries, Secretarial Auditors and Scrutinisers

Ms. Deepika Mehta : Representative, M/s CNK & Associates, Chartered Accountants, Joint Statutory Auditors

Ms. Khudeja Rangwala : Representative, M/s. M.P Chitale & Co., Chartered Accountants, Joint Statutory Auditor

Mr. Vinod D’Souza, Chief Compliance Officer and Company Secretary welcomed all the members, Directors and other attendees present for the 02/2023-24 Extra-Ordinary General Meeting of the Company. He informed that he himself represented as Nominee and Authorised Representative of Bharti Life Ventures Private Limited and Dhanashree Kulkarni as Nominee of Bharti Life Ventures Private Limited and Authorised Representative of AXA India Holdings.

Mr. Vinod D’Souza, Chief Compliance Officer and Company Secretary further informed that due to preoccupation, other Directors could not attend the EGM. He confirmed that the Company had received 2 corporate representations representing 100.00% of the Equity Share Capital of the Company.

The EGM of the Members of the Company was held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with the provisions of the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs (“MCA”). As mentioned in the EGM Notice, the proceedings of the EGM have deemed to be conducted at the registered office at Unit No. 1902, 19th Floor, Parinee Crescenzo, ‘G’ Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051.

Mr Vinod D’souza Chief Compliance Officer and Company Secretary proposed Mr. Bharat Raut to Chair the meeting on which the other members concurred. Mr. Bharat Raut took the Chair of the



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02/2023-24 Extra-Ordinary General Meeting. The requisite quorum being present, the Meeting was called to order.

With the permission of the Chair, Mr. Vinod D'Souza, Chief Compliance Officer and Company Secretary informed the Members that the Company has appointed Rathi & Associates, Company Secretaries as the Scrutinisers for 02/2023-24 Extra-Ordinary General Meeting to ensure voting in fair and transparent manner. The Statutory Registers of the Company along with necessary documents / records pertaining to proposed resolutions were available for the inspection of the Members.

In terms of the Notice dated 10 October, 2023 convening the 02/2023-24 EGM of the Company, the following business were transacted at the Meeting through poll:

Sr. No.	Resolution	Type of Resolution
1.	Approval for the Employee Stock Option Scheme 2023 (ESOP Scheme 2023) and Grant of stock options to the employees of Company under ESOP Scheme 2023	Special
2.	CEO Compensation	Special

Mr. Vinod D'Souza, Chief Compliance Officer and Company Secretary explained the details and background in respect of the above resolutions to the Shareholders. He briefed the Members about the details contained in Explanatory Statement to Agenda item no.1 including total number of stock options that will be granted, appraisal process for determining the eligibility of employees, requirements of vesting and period of vesting, exercise price or the formula for arriving at the same, lock-in period, that the Company shall will comply with accounting standards and Policies prescribed by Regulatory authorities with respect to valuation of options instead of using fair value method, conditions under which option vested in employees may lapse, specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee. He also briefed the Members about the details of the Agenda item no. 2 including that the revisions are subject to approval from IRDAI.

Since none of the Shareholders had registered themselves to express their views or ask any questions with the Company, the Members were requested to cast their vote and convey their assent or dissent by sending an email on the designated email id.

Post the conclusion of the voting through poll, Mr. Jayesh Shah, Partner, Rathi & Associates. Practicing Company Secretaries, Scrutinisers for this EGM declared the results of the Voting.

All the resolutions set out in notice calling EGM were passed unanimously.

Upon Declaration of Voting results by Scrutinisers, Mr. Vinod D'Souza, Chief Compliance Officer and Company Secretary declared the Meeting as closed at 12:15 P.M.

Yours faithfully,
for Bharti Axa Life Insurance Company Limited,

VINOD Digitally signed by
DSOUZA VINOD DSOUZA
Date: 2023.10.11
20:04:59 +05'30'

Vinod Dsouza
Chief Compliance Officer and Company Secretary

