

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (No. 01/2023-24) ("EGM") of the Members of Edelweiss Tokio Life Insurance Company Limited ("Company") will be held on Thursday, March 28, 2024, at 5:30 pm (IST) through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") facility to transact the following businesses:

Special Business:

- 1) Approval for change in Name of the Company and consequent Alterations in Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company

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

"RESOLVED THAT in accordance with the recommendation of the Board and pursuant to provisions of Sections 4, 5, 13 and 14 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any amendment thereto or re-enactment thereof) and subject to the approval of the Insurance Regulatory and Development Authority of India ("Authority"), Registrar of Companies, Ministry of Corporate Affairs ("MCA") or any other authority as may be necessary, the consent of the shareholders of the Company be and is hereby accorded, to change the name of the Company from 'Edelweiss Tokio Life Insurance Company Limited' to 'Edelweiss Life Insurance Company Limited' as approved by Central Registration Centre, Ministry of Corporate Affairs.

FURTHER RESOLVED THAT basis the recommendation of the Board and pursuant to the provisions of Section 13, 14 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any amendment thereto or re-enactment thereof), approval of the shareholders be and is hereby accorded, for alteration and substitution of the following clauses of Memorandum of Association and Articles of Association of the Company:

- (i) The existing Clause I of the Memorandum of Association of the Company be altered and substituted by the following as Clause I:

"I. The name of the Company is EDELWEISS LIFE INSURANCE COMPANY LIMITED"

- (ii) The definition of "Company" under "Part I: Definitions and Interpretations" in the Articles of Association of the Company be altered and substituted by the following:

"Part I: DEFINITIONS AND INTERPRETATIONS

'Company' means Edelweiss Life Insurance Company Limited;"

Edelweiss Tokio Life Insurance Company Limited

CIN: U66010MH2009PLC197336

Registered & Corporate Office: 6th Floor, Tower 3, Wing 'B', Kohinoor City, Kiroli Road, Kurla (W), Mumbai 400070

Toll Free No.: 1800 212 1212 | Board Line: +91 22 4088 6015 | Fax No.: +91 22 6117 7833

Email: care@edelweisstokio.in | www.edelweisstokio.in

- (iii) The name 'Edelweiss Tokio Life Insurance Company Limited' wherever it appears in Memorandum of Association and Articles of Association of the Company be substituted by name 'Edelweiss Life Insurance Company Limited'.

FURTHER RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re-enactment thereof), approval of the Shareholders be and is hereby accorded for amendment of the Articles of Association of the Company including alterations and modifications due to the clauses relating to the Joint Venture Agreement, which has been expired.

FURTHER RESOLVED that the name of the Company appearing on all other Company records shall be amended and substituted.

FURTHER RESOLVED that the following persons be and are hereby severally authorised to sign and execute all necessary documents, applications, returns, e-forms, to represent the Company before the Authority in connection therewith and to do all such acts, deeds, matters and things, as may be necessary to give effect to the above Resolution:

Mr. Sumit Rai
Mr. Subhrajit Mukhopadhyay
Mr. Sharad Maheshwari
Mr. Ankur Chadha"

**For and on behalf of the Board
Edelweiss Tokio Life Insurance Company Limited**

**Ankur Chadha
Company Secretary
Membership No. A17086**

March 5, 2024

**Registered Office:
6th Floor, Tower 3, Wing B,
Kohinoor City, Kirol Road,
Kurla (West), Mumbai 400 070.
CIN: U66010MH2009PLC197336**

Notes:

- 1) In respect of Special Business to be transacted, the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and relevant rules made thereunder read with applicable Secretarial Standard on General Meetings, are annexed hereto.
- 2) The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No 19/2021 dated December 8, 2021, No 21/2021 dated December 14, 2021 and No. 10/2022 dated December 28, 2022 and any other Circular issued by the MCA from time to time (collectively known as "MCA Circulars") has permitted the holding of the AGM/EGM through Video conferencing ("VC") facility/other audio visual means ("OAVM") without physical presence of the Members at the common venue.
- 3) Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to edelweisstokio.secretarial@edelweisstokio.in before the commencement of the meeting.
- 4) The Company shall conduct the EGM through VC by using Microsoft Teams application ("MS Teams") and the Members are requested to follow instructions as stated in this notice for participating in this EGM through MS Teams. An invite of the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through MS Teams.
- 5) The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during the Meeting by sending an email to edelweisstokio.secretarial@edelweisstokio.in from their email addresses registered with the Company.
- 7) On the date of the meeting i.e., on March 28, 2024, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 5:15 p.m. to 5:45 p.m. and post that no person shall be able to join the meeting.

- 8) The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at edelweisstokio.secretarial@edelweisstokio.in. An access of such documents would be given to such Member. As the EGM is being conducted through VC, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views/send their queries in advance with regard to the any matter to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to edelweisstokio.secretarial@edelweisstokio.in, by 6.00 PM (IST) on or before March 27, 2024 so that the requisite information/ explanations can be kept ready to be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
- 9) In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- 10) During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the members shall cast their vote on the resolutions only by e-mail through its registered e-mail address on which they have received the EGM notice to edelweisstokio.secretarial@edelweisstokio.in. Poll papers along with the EGM Notice will be sent to the members and the members are requested to cast their vote on the proposed agenda as stated below in the notice convening the EGM during the meeting and send it to edelweisstokio.secretarial@edelweisstokio.in through your registered email address.

Example:

Item No.	Brief Description of Resolution	Type of Business and Resolution	No. of equity Shares for Which votes cast	For	Against
				I / We assent to the Resolution	I / We dissent to the Resolution
1	Approval for change in Name of the Company and consequent Alterations in Memorandum of Association ("MOA") and Articles of	Special business - Special resolution	10	√	X

	Association ("AOA") of the Company				
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- 11) Other instructions/information:
- Members are requested to address all communications through their registered e-mail id only.
 - This notice is also available on the website of the Company.
 - In case of any doubts or clarification, the members are requested to contact through an e-mail at edelweisstokio.secretarial@edelweisstokio.in.
- 12) Members are requested to promptly notify any change in their address or Email ID to the Company at: edelweisstokio.secretarial@edelweisstokio.in 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 edelweisstokio.secretarial@edelweisstokio.in.
- 13) The Deemed venue for EGM shall be the registered office of the Company.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH
VIDEO CONFERENCING**

- 1) Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and Members who may like to express their views or ask questions during the EGM may register themselves by writing us in advance via email at edelweisstokio.secretarial@edelweisstokio.in.
- 2) An invite of EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Microsoft Teams application.
- 3) For joining through laptop/desktops, the instructions are as follows:
 - a. Select 'Click here to join the meeting' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed wherein you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
 - b. If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
- 4) For joining through mobile phone/Tablet, the instructions are as follows:
 - a. For easy and efficient access of the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
 - b. If you have the app, select 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the app.
 - c. If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
- 5) It would be advisable to download and install the app before the meeting.
- 6) In case any member requires assistance for using the link before or during the meeting, you may contact Mr. Ankur Chadha, Company Secretary at +91 88617 66883.

- 7) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
- 8) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.
- 9) Further, the facility of joining EGM will be closed on expiry of 15 minutes from the scheduled time of the EGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the EGM.

Annexure to the Notice dated March 5, 2024

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1:

Change in Name of the Company including Alteration in Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company

The Board at its meeting held on September 27, 2023, had approved the change in the name of the Company to Edelweiss Life Insurance Company Limited, subject to the approval of the Insurance Regulatory and Development Authority of India ("Authority"), Registrar of Companies, Ministry of Corporate Affairs ("MCA") and the Shareholders.

Accordingly, the Company had submitted an application to the Authority and MCA seeking NOC and reservation of the name, respectively. The Authority has issued No Objection Certificate for the proposed change in name of the Company vide its letter dated November 16, 2023. Further, Central Registration Centre, Ministry of Corporate Affairs has also provided a no-objection to the availability of the new proposed name - 'Edelweiss Life Insurance Company Limited' vide its letter dated February 4, 2024, which will remain valid for 60 days.

In accordance with Sections 13 and 14 of the Companies Act, 2013 (the 'Act'), the change of Company's name, including change in the Name clause of the Memorandum of Association, Articles of Association, and consequent changes in the Articles of Association of the Company due to expiry of Joint Venture Agreement, respectively, requires approval of the Shareholders of the Company by way of a Special Resolution.

A copy of the draft amended Memorandum and Articles of Association of the Company will be available for inspection in the manner provided in the note no. 8 to this Notice.

The Board recommends for approval of the Special Resolution as set out in Item No. 1 of the Notice.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this item of business.

**For and on behalf of the Board
Edelweiss Tokio Life Insurance Company Limited**

**Ankur Chadha
Company Secretary
Membership No. A17086**

March 5, 2024

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