

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of Edelweiss Tokio Life Insurance Company Limited will be held on Thursday, August 27, 2020 at 01.00 p.m. at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098 to transact the following business:

Ordinary Business:

- 1) To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2020, together with the Reports of the Board, Management and Auditors thereon.
- 2) To appoint a Director in place of Ms. Kamala K. (DIN: 07917801) who retires by rotation and, being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mr. Loo Chuan Tang (DIN: 07952948) who retires by rotation and, being eligible, offers himself for re-appointment.
- 4) Appointment of the Joint Statutory Auditors

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

"RESOLVED that pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, M/s. V. Sankar Aiyar & Co., (Firm Registration No. 109208W), be and are hereby appointed as Joint Statutory Auditors of the Company to hold office till the conclusion of the 13th Annual General Meeting.

FURTHER RESOLVED that the Board of Directors (which term shall be deemed to include any Committee which the Board may have formed or hereinafter formed to exercise the powers conferred by this Resolution) be and is hereby authorised to decide and finalise the terms and conditions of the appointment, including the remuneration of the Joint Statutory Auditors."

Edelweiss Tokio Life Insurance Company Limited

CIN: U66010MH2009PLC197336

Internal

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

Corporate Office: 4th Floor, Tower 3, Wing 'B', Kohinoor City, Kirol 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

Special Business:

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

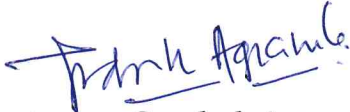
"RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, Mr. Subhrajit Mukhopadhyay (DIN: 08718219) who was appointed by the Board of Directors as an Additional Director on the Board of the Company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act, be and is hereby appointed a Director of the Company, liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of the Insurance Act, 1938, Insurance Regulatory and Development Authority Act, 1999, 'Master Circular on Preparation of Financial Statements and Filing Returns of Life Insurance Business' and all other Guidelines, Notifications and the Circulars issued in this regard, approval of the Shareholders be and is hereby accorded to contribute from the Shareholders' Account to the Policyholders' Account an amount of Rs. 24,27,305 (in thousands), the deficit (inclusive of bonus declared by the Board on the Participating Policies) incurred in the Policyholders' Account during the financial year ended March 31, 2020.

FURTHER RESOLVED that subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board (which term shall be deemed to include any Committee which the Board may have formed or hereinafter formed to exercise the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

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



**Swadesh Agrawal
Company Secretary**

June 23, 2020

Registered Office:

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

Notes: -

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business to be transacted at the Annual General Meeting (AGM/Meeting) is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- 3) A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 4) Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, information in respect of the Directors seeking appointment/re-appointment at the AGM is furnished as an Annexure to the Notice.
- 5) The documents, if any, referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, are open for inspection between 2.00 p.m. to 4.00 p.m. on all working days upto the date of the AGM at the Registered Office of the Company and will also be available at the venue of the AGM.

Annexure to the Notice dated June 23, 2020
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5: -

Mr. Subhrajit Mukhopadhyay was appointed as an Additional Director by the Board of Directors of the Company. Mr. Mukhopadhyay is also designated as the Executive Director of the Company. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules framed thereunder, Mr. Subhrajit Mukhopadhyay holds office upto the date of the ensuing Annual General Meeting.

Mr. Subhrajit Mukhopadhyay has around three decades of Life insurance experience covering wide ranging functions and possess in depth knowledge of current economic, legislation/regulatory trends. Mr. Mukhopadhyay has been involved with the profession as a marker and subsequently as an examiner and review examiner for last nine years and was a member of IRDA working group for standardisation of products.

He had worked with the Life Insurance Corporation of India (LIC) for around 17 years in different capacities and multiple departments. Since 2015, Mr. Mukhopadhyay was associated with the Company as the Chief & Appointed Actuary.

In accordance with the provisions of the Joint Venture Agreement, the Memorandum & Articles of Association of the Company, as amended from time to time, and the "Guidelines on Indian owned and controlled" issued by IRDAI on October 19, 2015 read with the applicable provisions of the Insurance Act, 1938 and the Indian Insurance Companies (Foreign Investment) Rules, 2015, Mr. Subhrajit Mukhopadhyay shall be not considered as a nominee of either Edelweiss or Tokio Marine, and such appointment shall not affect the overall number of Edelweiss Nominee Director, Tokio Marine Nominee Director and Independent Director.

The Board is of the view that the Company will be immensely benefitted by the appointment of Mr. Subhrajit Mukhopadhyay as a Director on the Board and, therefore, recommends for approval, the Ordinary Resolution as set out in Item No. 5 of the Notice.

Except Mr. Subhrajit Mukhopadhyay, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this item of business.

ITEM NO. 6: -

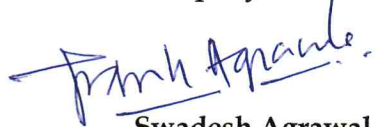
The Board at its Meeting held on June 23, 2020, has declared the bonus on the Participating Policies. In accordance with the provisions of the 'Master Circular on Preparation of Financial Statements and Filing Returns of Life Insurance Business'

issued by the Insurance Regulatory and Development Authority of India (IRDAI), where it is proposed to declare the bonus to the Participating Policyholders, the Life Insurer shall before such declaration make good the deficit, if any, in the Policyholders' Account. In view of the said Master Circular, it would be necessary to make good the deficit in the Policyholders' Account. During the financial year ended March 31, 2020, a deficit of Rs. 24,27,305 (in thousands) (inclusive of bonus declared by the Board) was incurred in the Policyholders' Account. Therefore, it is proposed to contribute an amount of Rs. 24,27,305 (in thousands), from the Shareholders' Account to the Policyholders' Account.

The Board recommends for approval the Special Resolution as set out in Item No. 6 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**



**Swadesh Agrawal
Company Secretary**

June 23, 2020

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

Details of Director seeking re-appointment/appointment at the AGM pursuant to provisions of the Companies Act, 2013 (the Act) & Secretarial Standards on General Meeting (SS 2)

<u>Name of the Director</u>	<u>Mr. Subhrajit Mukhopadhyay</u>	<u>Ms. Kamala K.</u>	<u>Mr. Loo Chuan Tang</u>
Date of Birth	December 10, 1969	July 22, 1965	September 10, 1972
Age	51 years	55 Years	48 years
Date of first appointment	Date on which the annual reporting exercise will be completed with IRDAI	November 1, 2017	November 1, 2017
Brief resume, qualification, experience in specific functional areas.	<p>Mr. Subhrajit Mukhopadhyay has around three decades of Life insurance experience covering wide ranging functions and possess in depth knowledge of current economic, legislation/regulatory trends. Mr. Mukhopadhyay has been involved with the profession as a marker and subsequently as an examiner and review examiner for last nine years and was a member of IRDA working group for standardisation of products.</p> <p>He had worked with the Life Insurance Corporation of India (LIC) for around 17 years in different capacities and multiple departments. Since 2015, Mr. Mukhopadhyay was associated with the Company as the Chief & Appointed Actuary.</p>	<p>Ms. Kamala K. is a qualified Chartered Accountant and has rich and varied experience of more than 30 years in the field of corporate laws, securities laws and corporate governance in financial services sector.</p> <p>Ms. Kamala K. is associated with Edelweiss group since 2016 as Group Chief Compliance & Governance Officer. Prior to Edelweiss, she was associated with National Stock Exchange of India (NSE) as Head - Regulatory Compliance. She has deep understanding of BFSI space.</p>	<p>Mr. Loo Chuan Tang is a Fellow of the Institute & Faculty of Actuaries and has over 2 decades experience in the field of actuarial. Mr. Tang is associated with Tokio Marine Asia Pte Ltd. since 2015 as Senior Vice President, Life Business & Actuarial. Mr. Tang has held senior positions with various life insurance companies which include AXA Life Insurance Singapore Pte Ltd and Aviva Ltd (Singapore).</p>

No. of Board Meetings attended during the financial year ended March 31, 2020	Not Applicable	4 of 4	4 of 4
Directorships held in other companies (Public Limited Companies)	None	Edelweiss General Insurance Company Limited	None
Memberships/ Chairmanships of committees of other Boards (Committees mandated under the Companies Act, 2013 and the IRDAI Regulations have only been considered)	None	None	None
Number of Equity Shares held in the Co.	Nil	Nil	Nil
Inter-se relationship with other Directors & KMP	None	None	None
Details of Remuneration sought to be paid	To be paid by the Company as may be decided by the Board and approved by the IRDAI from time to time.	Nil	Nil
Remuneration last drawn by the Director	Not Applicable	Nil	Nil

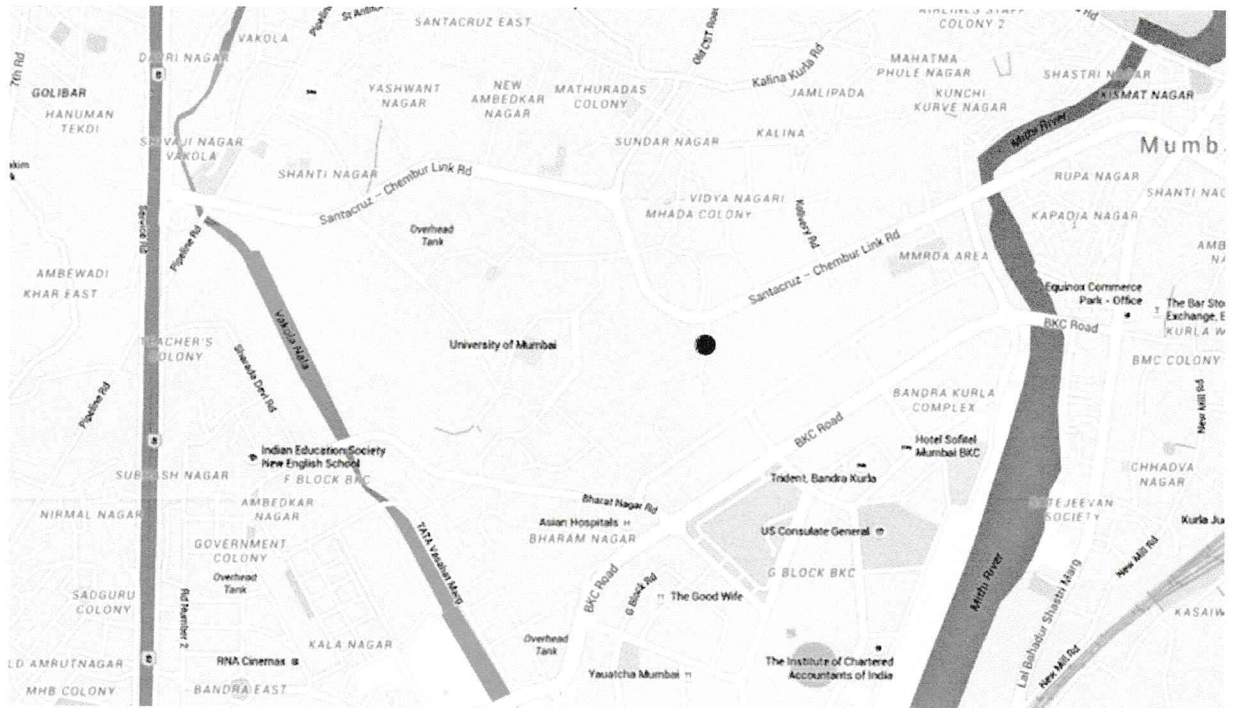
Route map of the venue of the Annual General Meeting to be held on August 27, 2020

AGM Venue -

Edelweiss Tokio Life Insurance Company Limited

Edelweiss House, Off CST Road, Kalina, Mumbai - 400098

Prominent Landmark: - University of Mumbai, Kalina



Form No. MGT-11

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

CIN:

Name of the company:

Registered office:

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named
company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Format of Attendance Slip of Annual General Meeting

ATTENDANCE SLIP

(No. of Meeting) Annual General Meeting, (Day of Meeting) (Date of Meeting), 2015 at (Time of Meeting).

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the (No. of Meeting) Annual General Meeting of the Company on (Day of Meeting), (Date of Meeting), 2015 at (Time of Meeting) at (Venue of Meeting)

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.
