

## NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Edelweiss Tokio Life Insurance Company Limited will be held on Friday, January 10, 2020 at 10.00 a.m. at 6<sup>th</sup> Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Kurla (W), Mumbai – 400 070 to transact the following special business:

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### Alteration of Articles of Association of the Company

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

“RESOLVED that pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and subject to receipt of the appropriate approvals, if any, the approval of the Members of the Company be and is hereby accorded for alteration of the Articles of Association (the Articles) of the Company in following manner:

1) The existing Article 60 & 61 be substituted with the following:-

'60 The Board shall consist of a maximum of 13 (thirteen) Directors including the Chairman but excluding any Alternate Directors.

'61 Upon the exercise of the Dial Up by Tokio Marine and Tokio Marine's Ownership Percentage increasing to 49% (forty nine percent) of the Share Capital, immediately (and in any event, at the next Board Meeting which shall be convened no later than 90 (ninety) days following such change in Ownership Percentage of Tokio Marine to 49% (forty nine percent) of the Share Capital), the Board shall be reconstituted as follows:

- a) Edelweiss shall have the right to nominate 5 (five) Edelweiss Nominee Directors; and
- b) Tokio Marine shall have the right to nominate 4 (four) Tokio Marine Nominee Directors; and
- c) The Board shall appoint such number of Independent Directors as may be required under Applicable Law from time to time, including independent director to be identified by Edelweiss for purposes of compliance, by Edelweiss, of requirements prescribed under regulations formulated or issued by the Securities and Exchange Board of India with respect to corporate governance for listed companies: and

**Edelweiss Tokio Life Insurance Company Limited**

CIN: U66010MH2009PLC197336

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

**Corporate Office:** 4<sup>th</sup> 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

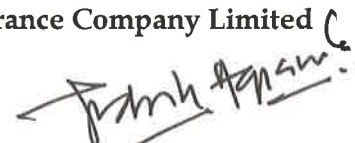
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- d) *The Nomination and Remuneration Committee (herein after referred to as NRC) of the Board may nominate an additional Director to the Board, who has executive position, after obtaining prior written consent of each of Edelweiss and Tokio Marine for appointment of such person, without affecting the overall number of Edelweiss Nominee Directors, Tokio Marine Nominee Directors and Independent Directors, set out above (such director being the "NRC Nominee Director").*

*For avoidance of doubt the, it is clarified that the number of Edelweiss Nominee Directors shall always be greater than the number of Tokio Marine Nominee Directors. It is further clarified that the appointment of Independent Directors under Article 61(c) or NRC Nominee Director under Article 61(d) shall not operate to limit or restrict the rights of Edelweiss and Tokio Marine under Article 61(a) and 61(b) respectively and such Independent Directors and NRC Nominee Director shall not be considered as "nominees" of either Edelweiss or Tokio Marine.'*

**FURTHER RESOLVED** that subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors of the Company 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 any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the Members of the Company."

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



**Swadesh Agrawal  
Company Secretary  
Membership No. A21551**

Date: November 8, 2019  
Registered Office:  
6<sup>th</sup> Floor, Tower 3, Wing B,  
Kohinoor City, Kirol Road,  
Kurla (W), Mumbai – 400 070.  
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Note:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.



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**Annexure to the Notice dated November 8, 2019**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013  
setting out material facts in respect of special business to be transacted at the  
Extraordinary General Meeting.**

The fifth amendment to the Joint Venture Agreement (JV Agreement) dated November 23, 2009 was approved by the Board of Directors of the Company on November 8, 2019 ('the Amended Agreement') by amending the clause 8.2.1 and 8.2.2 of the JV Agreement in order to increase the strength of the Board to a maximum of 13 (thirteen) Directors.

It would be necessary to amend the Articles of Association (the Articles) of the Company in order to incorporate the provisions of the Amended Agreement, from time to time.

In view of the above, it is proposed to alter the Articles of Association in the manner set out in the Notice.

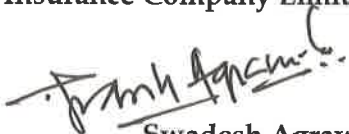
The alteration in the Articles of Association of the Company requires the approval of the Members by a Special Resolution.

The existing and the proposed Articles of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

Your Directors recommend the resolution for adoption by the Members.

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

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



**Swadesh Agrawal  
Company Secretary  
Membership No. A21551**

Date: November 8, 2019  
Registered Office:  
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**Route map of the venue of the Extra Ordinary General Meeting to be held on January 10, 2020**

**AGM Venue -**

Edelweiss Tokio Life Insurance Company Limited

6<sup>th</sup> Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Kurla (W), Mumbai - 400070

**Prominent Landmark: -** Near Kohinoor Elite Hotel



Map data ©2019 100 m

*Handwritten signature*

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