

## NOTICE

Notice is hereby given that the 15<sup>th</sup> (Fifteenth) Annual General Meeting (AGM) of the Company will be held at 5<sup>th</sup> Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India on Monday, the 28<sup>th</sup> day of September 2015, at 3:30 p.m. to transact the following business:

### **Ordinary Business:**

#### **1. Adoption of Accounts**

To receive, consider and adopt the audited Financial Statements of the Company comprising the Balance Sheet for the year ended 31<sup>st</sup> March 2015, Revenue Account, statement of Profit and Loss, Receipts and Payments Account for the financial year ended 31<sup>st</sup> March 2015 together with the Directors' Report and Auditors' Report thereon.

**"RESOLVED THAT** the audited financial statements of the Company including the Balance Sheet as at 31<sup>st</sup> March 2015, Revenue Account, statement of Profit and Loss, Receipts and Payments account for the year ended on that date and noted thereon, Report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

#### **2. Appointment of Director in the place of retiring Director**

To appoint a Director in place of Mr PD Narang, who retire by rotation and being eligible offer himself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and reenactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. P D Narang (DIN 00021581) who is liable to retire by rotation and being eligible has offered himself for appointment be and is hereby re-appointed as a Director of the Company, liable to retire by Rotation."

#### **3. Appointment of Director in the place of retiring Director**

To appoint a Director in place of Dr Anand Chand Burman, who retire by rotation and being eligible offer himself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and reenactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Dr. Anand Chand Burman (DIN 00056216) who is liable to retire by rotation and being eligible has offered himself for appointment be and is hereby re-appointed as a Director of the Company, liable to retire by Rotation."

#### **4. Appointment of Joint Statutory Auditors**

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

**"RESOLVED THAT** the approval of the shareholders of the Company be and is hereby accorded to the appointment of M/s Thakur, Vaidyanath Aiyar & Co, (Firm Registration No.-000038N) Chartered Accountants and M/s Price Waterhouse, Chartered Accountants (Firm's Registration No.-012754N) as Joint Statutory Auditors of the Company to hold office from the conclusion of the fifteenth Annual General Meeting till the conclusion of the sixteenth Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company on the recommendation of Audit Committee."

**Special Business:**

**5. Appointment of Mr David John Ramsay McMillan as Director**

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

**"RESOLVED THAT** Mr David John Ramsay McMillan (DIN- 01773989), who was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> November 2014 vide the Circular Resolution no 100 dated 19<sup>th</sup> November 2014 and who holds office up to the date of the 15<sup>th</sup> Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company along with a deposit of Rs 1 lakh, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**6. Appointment of Mr Trevor Albert Bull as Director**

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

**"RESOLVED THAT** Mr Trevor Albert Bull (DIN 00050834), who was appointed as an Additional Director of the Company with effect from 6<sup>th</sup> March 2015 in the meeting of the Board of Directors held on 23<sup>rd</sup> December 2014 and who holds office up to the date of the 15<sup>th</sup> Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company along with a deposit of Rs 1 lakh, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

**7. Appointment of Mr Lee Patrick Callaghan as Director**

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

**"RESOLVED THAT** Mr Lee Patrick Callaghan (DIN- 07086896), who was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> April 2015 vide the Circular Resolution no 107 dated 2<sup>nd</sup> April 2015 and who holds office up to the date of the 15<sup>th</sup> Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company along with a deposit of Rs 1 lakh, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By order of the Board  
For Aviva Life Insurance Company India Limited

Sd/-

Nisha Prabhakar  
Company Secretary  
Membership No.- A27771  
Address: RZ/E-42, Mahavir Enclave, Bengali Colony  
Delhi 110045, India

Date: 2<sup>nd</sup> September 2015  
Place: Gurgaon

## Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective must be received at the Company's Registered Office at not later than 48 hours before the time fixed for the meeting. A proxy form is enclosed with this notice.
3. A person can act as proxy on behalf of the members exceeding fifty and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. In case a proxy is proposed to be appointed by the member holding not more than ten percent of the total paid up share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other member. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions / authority, as applicable. A proxy holder needs to show his identity at the time of attending the meeting.
4. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IS ANNEXED HERETO.

Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, Register of contracts or arrangement in which directors are interested and documents referred in the Notice and explanatory statement, if any, are open for inspection at the Company's registered office at New Delhi during normal business hours on all working days and copies thereof shall also be made available for inspection in physical or in electronic form at the corporate office of the Company situated at Gurgaon up to the date of annual general meeting.

A Route Map alongwith Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statements set out all the material facts relating to business set out under the Item No. 5 to 7 of the accompanying notice dated 2<sup>nd</sup> September 2015:

**Item No. 5**

The Board, upon the recommendation of the Nomination and Remuneration Committee (erstwhile Nomination Committee), vide the resolution passed by circulation (CR No. 100) dated 19<sup>th</sup> November 2014, appointed Mr. David John Ramsay McMillan, as an Additional Director of the Company with effect from 20<sup>th</sup> November 2014.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the a deposit of Rs. 1,00,000 proposing the candidature of Mr. McMillan for the office of Director.

Mr. David John Ramsay age 49, holds Bachelor degree in finance and computer science from Heriot-Watt University, Edinburgh and Master Degree in MBA from the University of Chicago and Associate of Chartered Institute of Management Accountants. Before joining the Company he served as Director of management consultancy with PricewaterhouseCoopers LLP.

The Company has received the following from Mr. McMillan:

- i. Consent in writing to act as Director in Form DIR 2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders in terms of Section 160 of the Companies Act, 2013 for the appointment of Mr. McMillan as the Director of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives except Mr David John Ramsay McMillan, to whom the resolution relates, and except to the extent of their shareholding, if any, is interested or concerned, either financially or otherwise, in the resolution.

Relevant documents referred/ mentioned in the Resolution and explanatory statement, if any, are open for inspection at the registered office of the Company situated at New Delhi during business hours on all working days and copies thereof shall also be made available for inspection in physical or in electronic form at the corporate office of the Company situated at Gurgaon upto the date of annual general meeting.

The Board recommends the resolution set forth in Item no. 5 for the approval of the shareholders.

**Item No. 6**

The Board, upon the recommendation of the Nomination and Remuneration Committee (Erstwhile Nomination Committee), at its meeting held on 23<sup>rd</sup> December 2014, appointed Mr. Trevor Albert Bull, as an Additional Director and the Chief Executive Officer & Managing Director, subject to the approval of Insurance Regulatory and Development Authority of India (IRDAI) required under section 34A of the Insurance Act, 1938.

IRDAI vide its letter dated 4<sup>th</sup> March 2015, approved the appointment of Mr. Bull as the Chief Executive Officer & Managing Director from 6<sup>th</sup> March 2015 to 31<sup>st</sup> December 2015.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the a deposit of Rs. 1,00,000 proposing the candidature of Mr. Bull for the office of Director.

The Company has received the following from Mr. Bull the following:

- i. Consent in writing to act as Director in Form DIR 2 pursuant to rule 8 of Companies(Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders in terms of Section 160 of the Companies Act, 2013 for the appointment of Mr. Bull as the Director of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives except Mr Trevor Albert Bull, to whom the resolution relates, and except to the extent of their shareholding , if any, is interested or concerned, either financially or otherwise in the resolution.

Mr. Trevor Albert Bull age 56, holds 10 O level and 2 A levels from UK. He is an Associate of Chartered Insurance Institute (ACII), passed with distinction Lloyd's of London "Underwriter's/ Broker's License, AIG Inc Lead program New York, AIA leader Program, Hong Kong. He has been contributed to Life Insurance Industry, although with the advantage of relevant experience as CEO in General Insurance, Service and Asset management Companies, successful tours across numerous geographies engaging various stakeholders from customers, shareholders, Regulators, Independent Boards, Trade bodies and employees, delivering over a period of 25 years.

Relevant documents referred/ mentioned in the Resolution and explanatory statement, if any, are open for inspection at the registered office of the Company situated at New Delhi during business hours on all working days and copies thereof shall also be made available for inspection in physical or in electronic form at the corporate office of the Company situated at Gurgaon upto the date of annual general meeting.

The Board recommends the resolution set forth in Item no. 6 for the approval of the shareholders.

#### **Item No. 7**

The Board, upon the recommendation of the Nomination and Remuneration Committee (erstwhile Nomination Committee), vide the resolution passed by circulation (CR No. 107) dated 2<sup>nd</sup> April 2015, appointed Mr. Lee Patrick Callaghan as an Additional Director of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the a deposit of Rs. 1,00,000 proposing the candidature of Mr. Callaghan for the office of Director.

The Company has received the following from Mr. Callaghan:

- i. Consent in writing to act as Director in Form DIR 2 pursuant to rule 8 of Companies(Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders in terms of Section 160 of the Companies Act, 2013 for the approval of appointment of Mr. Callaghan as the Director of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives except Mr Lee Patrick Callaghan , to whom the resolution relates, and except to the extent of their shareholding , if any, is interested or concerned, either financially or otherwise in the resolution.

Mr. Lee Patrick Callaghan age 50, holds a bachelor degree in Law, an LLM in Corporate and Commercial law, and post graduate diplomas in specialist law fields (EU law and Competition) and is a qualified Barrister. He has served 25 years of legal experience in industry. He was called to the Bar in England and worked for 11 years in the UK motor and Chemicals industries. Before joining the Company he served as General Counsel International Markets and Group Competition Counsel.

Relevant documents referred/ mentioned in the Resolution and explanatory statement, if any, are open for inspection at the registered office of the Company situated at New Delhi during business hours on all working days and copies thereof shall also be made available for inspection in physical or in electronic form at the corporate office of the Company situated at Gurgaon upto the date of annual general meeting.

The Board recommends the resolution set forth in Item no. 7 for the approval of the shareholders.

## Aviva Life Insurance Company India Limited

### ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day : Monday

Date : 28<sup>th</sup> September 2015

Time : 3:30 pm

Venue: 5<sup>th</sup> Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002

