

## NOTICE

Notice is hereby given that the 17<sup>th</sup> (Seventeenth) 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 Thursday, the 27<sup>th</sup> day of July 2017 at 3:30 p.m. to transact the following business:

### **Ordinary Business:**

1. 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 2017, Revenue Account, Statement of Profit and Loss, Receipts and Payments Account for the financial year ended 31<sup>st</sup> March 2017 together with the Management Report, Directors' Report and Auditors' Report thereon.

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

**"RESOLVED THAT** the audited financial statements of the Company including the Balance Sheet as at 31<sup>st</sup> March 2017, Revenue Account, Statement of Profit and Loss, Receipts and Payments account for the year ended on that date and noted thereon, Management Report, Report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr Lee Patrick Callaghan, who retires by rotation and being eligible offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr Lee Callaghan Patrick (DIN 07086896) 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. To appoint a Director in place of Mr Pritam Das Narang, who retires by rotation and being eligible offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr Pritam Das 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."

4. Appointment of Joint Statutory Auditors and fixing their remuneration

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 MZSK & Associates, Chartered Accountants (Firm Registration No. 105047W) as Joint Statutory Auditors of the Company to hold office from the conclusion of the seventeenth Annual General Meeting till the conclusion of the twenty second Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company on the recommendation of Audit Committee."

**“RESOLVED FURTHER THAT** the approval of the shareholders of the Company be and is hereby accorded to the appointment of M/s Walker Chandiok & Co LLP (Firm Registration No.001076N/N500013) as Joint Statutory Auditors of the Company to hold office from the conclusion of the seventeenth Annual General Meeting till the conclusion of the twenty second 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 Anthony Elliot 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 Anthony Elliot (DIN 07790488), who was appointed as an Additional Director of the Company with effect from 17<sup>th</sup> May 2017 and who holds office up to the date of the seventeenth Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (‘the Act’) 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: 19.06.2017  
Place: Gurugram

## 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 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 NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY THE MEMBER HOLDING 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.
5. 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.
6. The Register of Directors and Key Managerial Personnel and their shareholding, Register of contracts or arrangement in which directors are interested, Register of Proxy 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 Gurugram up to the date of annual general meeting.
7. A Route Map along with 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 explanatory statement refers to all the material fact relating to business set out under the Item No. 5 of the accompanying notice dated 19<sup>th</sup> June 2017:

**Item No. 5**

The Board, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr David Anthony Elliot, as an additional director of the Company with effect from 17<sup>th</sup> May 2017.

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

Mr Elliot, aged 43, is an Associate member of The Institute of Chartered Accountants in England and Wales and has done BSc (Hons). Currently, he is the Chief Financial Officer at Aviva Plc - Europe. He is responsible for financial planning and performance ensuring insight and action oriented outcomes, delivers business performance and leads M&A discussions with legal functions. In the past, he has also been the Director of Investor Relations at Aviva Plc - London.

The Company has received the following from Mr Elliot:

- 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.

Mr Elliot does not hold any shares of the Company and is not related to any other Director and Key Managerial Personnel (defined as per Companies Act, 2013) of the Company. He neither holds any directorship on the Board nor holds any membership/ chairmanship on the Committees of other Companies. He attended one meeting of the Board of Directors of the Company on 17<sup>th</sup> May 2017.

The terms and conditions for his appointment shall be as per the Deed of Covenant executed between the Company and the Director as required under IRDAI Corporate Governance Guidelines, 2016. He shall not be drawing any remuneration from the Company.

The resolution seeks the approval of the shareholders in terms of Section 160 of the Companies Act, 2013 for the appointment of Mr Elliot as a Director of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives except Mr David Anthony Elliot, to whom the resolution relates, 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 Gurugram upto the date of Annual General Meeting.

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

**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: U66010DL2000PLC107880

Name of the company: Aviva Life Insurance Company India Limited

Registered office: 2nd Floor, Prakashdeep Building, 7, Tolstoy Marg, New Delhi Delhi 110001

Email id: cosec@avivaindia.com

Website: www.avivaindia.com

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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I / We, being the member (s) of ..... shares of the above named company, hereby appoint :

Name:  
Address:  
E-mail Id:  
Signature:....., or failing him

1. Name: .....  
Address:  
E-mail Id:  
Signature: ..... , or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: ..... , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting/ Extraordinary General Meeting of the Company, to be held on the 27<sup>th</sup> day of July 2017 at 3:30 p.m. at New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	
<b>Ordinary Business</b>	
1. Adoption of financial statements including Management report, Board report and auditor's report thereon (Ordinary resolution)	
2. Reappointment of Director (Mr Lee Callaghan Patrick) retiring by rotation (Ordinary resolution)	
3. Reappointment of Director (Mr Pritam Das Narang) retiring by rotation (Ordinary resolution)	
4. Appointment of Joint Statutory Auditors and fixing their remuneration (Ordinary resolution)	
<b>Special Business</b>	
5. Appointment of Mr David Anthony Elliot as Director (Ordinary resolution)	

Affix Revenue Stamp
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Signed this..... day of..... 2017

Signature of the shareholder:

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.**

**If a company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.**

**Aviva Life Insurance Company India Limited**

**ROUTEMAP ALONGWITH PROMINENT LANDMARK**

**Day :** Thursday

**Date :** 27<sup>th</sup> July 2017

**Time :** 3:30 pm

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

