

NOTICE

Notice is hereby given that the 23rd (Twenty Third) Extraordinary General Meeting (EGM) of the Company will be held at shorter notice at 5th Floor Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India on Friday, the 17th day of November 2017, at 9:00 a.m. to transact the following business:

SPECIAL BUSINESS:

Re-appointment of Mr. Bobby Parikh as an Independent Director of the Company

To consider, and if thought fit, to pass with or without notification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the IRDAI Corporate Governance Guidelines, 2016, and provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bobby Parikh (DIN: 00019437), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for a term of 5 consecutive years from 19th November 2017 to 18th November 2022, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Trevor Bull, Chief Executive Director & Managing Director (DIN 00050834) and any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and other things as may be considered necessary, incidental or proper for carrying out the above resolution including issuing of appointment letter to the Independent Director.”

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

Sd/-

Vivek Saxena
General Counsel
Address: K-2 105, Central Park-1, Sector-42,
Gurugram-122001, India

Date: 16th November 2017
Place: Gurugram

Notes:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b. 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.
- c. The members of the company have given their consent to convene the extraordinary general meeting at a shorter notice.
- d. **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 refereed 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 extraordinary general meeting.

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

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

The following explanatory statement sets out the fact relating to special business set out in the accompanying notice dated 16th November 2017:

Mr. Bobby Parikh was appointed as an Independent Director of the Company, not liable to retire by rotation at the Extra-Ordinary General Meeting of the Company held on 19th November 2014 for a term of three consecutive years commencing from 19th November 2014 which is due to expire on 18th November 2017.

As per IRDAI Corporate Governance Guidelines, 2016 (**'the Guidelines'**), and Section 149(10) of the Companies Act, 2013 (**"the Act"**), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In accordance with the aforesaid provisions and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Bobby Parikh, it is proposed to re-appoint him for the second term as an Independent Director on the Board of the Company for a period of 5 years upto 18th November 2022.

Mr. Bobby Parikh has confirmed that he is not disqualified in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. The necessary declarations as required under the IRDAI Corporate Governance Guidelines, 2016 and the Companies Act, 2013 have been received. The copy of the draft letter of appointment of the Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company.

The Board of Directors further confirms that in the opinion of the Board, the Independent Director possesses the relevant skills, rich experience and fulfils the conditions specified in the Act for such re-appointment and is independent of the management of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Bobby Parikh and his relatives concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

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:

Website:

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 :

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 23rd Extraordinary General Meeting of the Company, to be held on the 17th day of November 2017 at 9:00 a.m. at New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	
Special Business	
Re-appointment of Mr. Bobby Parikh as an Independent Director of the Company	

Affix
Revenue
Stamp

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 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: Friday

Date: 17th November 2017

Time: 9:00 am

Venue: 5th Floor, Punjabi Bhawan, 10 Rouse Avenue, New Delhi-110002

