

NOTICE

Notice is hereby given that the 27th 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 03rd October 2022 at 11:00 am to transact the following business:

SPECIAL BUSINESS:

Item No 1: Amendment of Articles of Association (AOA) 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 the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to approve and adopt the restated Articles of Association (“**AoA**”) of the Company, as circulated to the members of the Company, and the existing AoA is hereby substituted with the restated AoA of the Company.”

“RESOLVED FURTHER THAT Mr. Asit Rath-Chief Executive Officer and Managing Director and Mr. Joydev Sengupta-Head(Legal) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such necessary steps as may be required to give effect to the above resolution including but not limited to certifying, as true, a copy of the amended Articles of Association and provide the same to the relevant authorities and to issue a certified true copy of this resolution and provide the same to the relevant authorities.”

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

Name: Asit Rath
Designation: Managing Director and Chief Executive Officer
DIN: 09561510

Address: 1304, Sea Flama, Dosti Flamingo Apartments,
T J Road, Senri Parel, China Mills Compound
Mumbai, Maharashtra - 400015

Date: 29th September 2022



Notes:

- 1. 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.**
2. 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.
3. The members of the company have given their consent to convene the extraordinary general meeting at a shorter notice.
4. An explanatory statement pursuant to section 102 of the companies act, 2013, setting out the material facts in respect of business set out above is annexed hereto and forms an integral part of the notice.
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. All documents referred to in the notice and accompanying explanatory statement, are open for inspection 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.
7. The meeting shall be conducted, subject to consent from all the shareholders of the Company have been received for convening the meeting at shorter notice.

A Route Map alongwith 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:

ITEM No. 1

Aviva International Holdings Ltd (**AIH**) and Dabur Invest Corp (**DIC**) together with the Company are parties to a Joint Venture Agreement dated 7 August 2001, as amended from time to time ("**JVA**"). AIH and DIC have amended the JVA on 25 March 2022 and certain provisions relating to governance of the Company have become effective as on 26 September 2022 upon consummation of transfer of shares from DIC to AIH pursuant to which AIH now holds 74% of the shares of the Company. Accordingly, the Articles of Association ("**AOA**") of the Company are now being amended to incorporate the changes, a summary of which is as follows:

SNo.	Proposed changes
1	Governance Changes – Board composition, nomination of chairperson and CEO, and board quorum requirement (one nominee of each Dabur and AIH). Board composition is - 4 AIH nominees (including CEO), 2 DIC nominees and 3 Independent Directors (including Chairman). Earlier the Board was 3 AIH nominees, 5 DIC nominees (including CEO) and 3 Independent Directors. Covered in Section IX and XII.
2	Business Plan - AIH will prepare business plan of Aviva India with Aviva India's senior management. Dabur will have the right to give non-binding suggestions. Covered in Article 57

A copy of the amended AoA is open for inspection for the duration of the meeting and a copy thereof shall be made available on request from member(s) as provided in note (6) of this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the respective resolution set out above in the notice.

Your Directors recommend the resolution for your approval by way of passing a Special Resolution.





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 110001

Email id:

Website:

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 Extraordinary General Meeting of the Company, to be held on the 11:00 a.m. at New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:





Resolution No.		Affix Revenue Stamp
Special Business		
1. Amendment of Articles of Association of the Company		

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

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

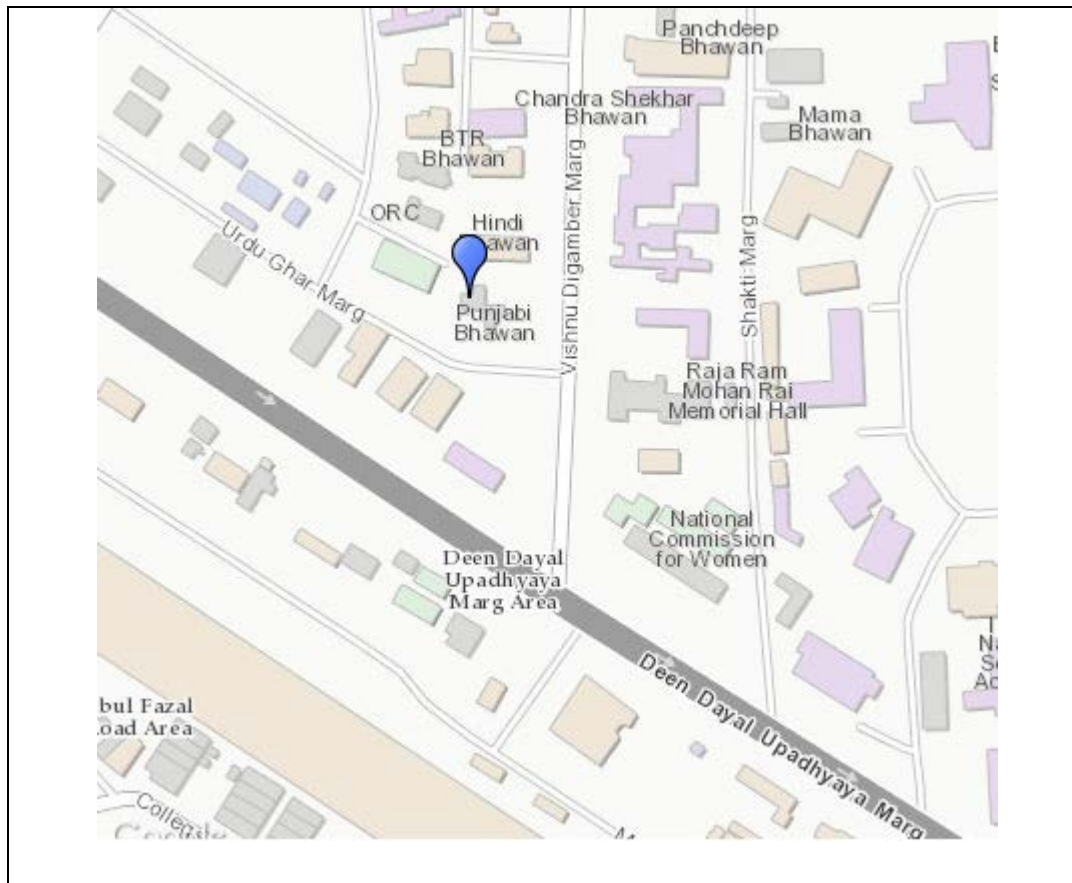
ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day: Monday

Date: 03rd October 2022

Time: 11:00 am

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



CIN - U66010DL2000PLC107880

IRDA Regn. No.122

Aviva Life Insurance Company India Limited

Head Office: 401-A, 4th Floor, Block A, DLF Cyber Park,

Sector-20, NH-8, Gurugram, Haryana-122016

Tel.: +91 124 2709000, Fax: +91 124 2571210

Registered Office: 2nd Floor, Prakashdeep Building,

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