NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Aviva Life Insurance Company India Limited ("**Aviva India**") is scheduled to be held on Friday, 24th July 2026, 04:00 p.m. IST at the registered office of Aviva India at 2nd Floor Prakashdeep Building 7 Tolstoy Marg New Delhi 10001, India, on a shorter notice, to consider and transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

TO APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY UPON TRANSFER OF SHARES

To consider, and if thought fit, to pass with or without modification, 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 thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and in accordance with the SPA and the other Transaction Documents, the consent of the members be and is hereby accorded for alteration of the articles of association of the Company to remove any references of the JVA from the existing articles of association of the Company, together with the rights of DIC/ the Seller thereunder, and to adopt the amended and restated articles of association of the Company placed before the members and initialed for identification, in accordance with the approved transaction.

RESOLVED FURTHER THAT Mr. Asit Rath, the Chief Executive Officer and Managing Director and / or any of the directors of the Company and/ or Ms. Sonali Athalye, Chief Financial Officer and/ or Mr. Rajesh Dhane, Chief Legal and Compliance Officer and/ or Ms. Komal Jolly, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things and take all necessary steps as may be required to give effect to the above resolution including but not limited to filing of e-form MGT-14 and such other necessary forms, filings and intimations with the Registrar of Companies, Ministry of Corporate Affairs in relation to the adoption and filing of the amended and restated articles of association of the Company.

RESOLVED FURTHER THAT any of the directors of the Company and/ or Ms. Sonali Athalye, Chief Financial Officer and/ or Mr. Rajesh Dhane, Chief Legal and Compliance Officer and/ or Ms. Komal Jolly, Company Secretary of the Company, be and are hereby severally authorised to sign a certified true copy of this resolution and provide the same to the relevant authorities or anyone concerned or interested in this matter."

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

Asit Rath
Digitally signed by Asit Rath
Date: 2026.07.24 12:29:45 +05'30'

Asit Rath
Chief Executive Officer and Managing Director

DIN: 09561510
Place: Gurugram
Date: 24th July 2026

NOTES:

1. An Explanatory Statement as required under Sections 102(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf and such proxy need not be a member of Aviva India.

3. A person can act as a proxy on behalf of the members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of Aviva India carrying voting rights. A member holding more than ten percent of the total share capital of Aviva India carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

4. The instrument appointing the proxy, in order to be effective, must be deposited at Aviva India's registered office, duly completed and signed, at least 48 hours before the commencement of the meeting. The proxy form in Form MGT-11 is duly annexed.

5. Members are requested to bring their Attendance Slip (duly annexed with this notice) to the meeting. Only bonafide members/ proxy holders, in possession of valid Attendance Slips duly filled and signed will be permitted to attend the meeting.

6. The proxy holder is requested to carry the identity proof to attend the Meeting.

7. All documents referred to in the Notice will be available for inspection at Aviva India's registered office during normal business hours on working days up to the date of the Extra-ordinary General Meeting.

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the items of Special Business to be transacted at this Extra Ordinary General Meeting.

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated 24th July 2026:

Item No. 1.

Following the enactment of the Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025 and the subsequent amendments to the foreign investment framework, including the Foreign Exchange Management (Non-debt Instruments) (Second Amendment) Rules, 2026, foreign investment of up to 100% is permitted in an Indian insurance company, subject to compliance with the applicable laws and regulations. Accordingly, Aviva International Holdings Limited ("**AIH**") exercised its option under the Joint Venture Agreement ("**Agreement**") to increase its shareholding in Aviva Life Insurance Company India Limited ("**Company**") from 74% to 100% by acquiring the equity shares held by Dabur Invest Corp. ("**DIC**"), for which the requisite approvals of the Competition Commission of India ("**CCI**") and the Insurance Regulatory and Development Authority of India ("**IRDAI**") have been obtained.

Pursuant to the share purchase agreement dated 9 April 2026, Aviva India is required to amend and restate its articles of association ("**Amended and Restated AOA**") and adopt the Amended and Restated AOA to remove the provisions in regard to the joint venture agreement and any references to Dabur Invest Corp ("**DIC**") thereof, and to reflect the revised terms and conditions applicable to Aviva India, rights of the shareholders, management and control of the affairs of Aviva India.

The Board of Directors of Aviva India vide its Circular Resolution no 349 dated 23rd July 2026 have approved the adoption of Amended and Restated AOA, subject to approval of the members of Aviva India.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration to the articles of association requires the approval of the shareholders by way of a special resolution. In view of the above, the Board of Directors recommends according the consent of the shareholders of Aviva India by passing a special resolution for amendment and adoption of the Amended and Restated AOA to reflect the revised terms and conditions for Aviva India, rights of the shareholders, removal of the provisions in regards to the joint venture agreement and any references to DIC thereof.

The copies of the existing articles of association as well as the Amended and Restated AOA are available for inspection by the members at the registered office of Aviva India at 2nd Floor, Prakashdeep Building, 7 Tolstoy Marg, New Delhi – 110001, India on all working days during business hours and will also be available at the venue of the meeting. The draft of the Amended and Restated AOA proposed for member's approval is being circulated along with this notice convening the extra-ordinary general meeting.

None of the directors of Aviva India or key managerial personnel or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

A copy of the revised AOA is attached as "**Annexure-1**".

The Board recommends the Resolution set out at item no. 1, to be passed as **Special Resolution** for approval by the members.

For AVIVA LIFE INSURANCE COMPANY INDIA LIMITED

Asit Rath Digitally signed by Asit Rath Date: 2026.07.24 12:34:03 +05'30'

Asit Rath
Chief Executive Officer and Managing Director

DIN: 09561510
Place: Gurugram
Date: 24th July 2026

AVIVA | Life Insurance |

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, India
Mail: cosec@avivaindia.com

Name of the member(s)	
Registered address	
Registered email id	
Folio No	
No. of shares held	

I/ We, being the member (s) of the above named company, hereby appoint

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 30th Extraordinary General Meeting of the company, to be held on 24th July 2026 on Friday at 04:00 p.m. at 2nd Floor, Prakashdeep Building, 7 Tolstoy Marg, New Delhi – 110001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

I direct my Proxy to vote on the Resolutions in the manner indicated below:

Sl. No.	Resolution(s)	For	Against
Special Business			
1.	To approve Alteration of the Articles of Association of the Company upon Transfer of shares		

Signed this ___day of ____2026

Affix Revenue Stamp

Signature of 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.

Attendance Slip

30th Extraordinary General Meeting – Friday, 24th July 2026, 04:00 p.m.

Registered Folio Number

Number of Shares held

I certify that I am a member/proxy for the member of the company.

I hereby record my presence at the 30th Extra-ordinary General Meeting of Aviva India held at 2nd Floor, Prakashdeep Building, 7 Tolstoy Marg, New Delhi – 110001, India on Friday, 24th July 2026 at 04:00 p.m.

………………………………… ……………………………..…

Name of the Member/Proxy
(In BLOCK letters)

Signature of the Member/Proxy

CIN : U66010DL2000PLC107880
IRDAI Reg 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-122 016, India.
Telephone Number: 0124-2709000/46
Toll Free Helpline: 18001037766
Registered Office : 2nd floor, Prakashdeep Building, 7 Tolstoy Marg, New Delhi - 110001 Delhi, India

0124-2709000/46 | customerservices@avivaindia.com | www.avivaindia.com
18001037766

AVIVA LIFE INSURANCE COMPANY INDIA LIMITED

ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day : Friday

Date : 24th July 2026

Time : 04:00 p.m.

Venue: 2nd Floor, Prakashdeep Building, 7 Tolstoy Marg, New Delhi 10001, India