

NOTICE

Notice is hereby given that the 20th (Twentieth) Annual General Meeting (AGM) of the Company will be held at 5th Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India on Thursday, 03rd September 2020 at 1:30 pm 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 31st March 2020, Revenue Account, Statement of Profit and Loss, Receipts and Payments Account for the financial year ended 31st March 2020 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 31st March 2020, 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 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 Mr Pritam Das Narang (DIN 00021581) who is liable to retire by rotation at the conclusion of ensuing Twentieth Annual General Meeting, being eligible and offered himself for re-appointment, be and is hereby recommended for re-appointment at the ensuing Twentieth Annual General Meeting.”

3. 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 Mr Lee Patrick Callaghan (DIN 07086896) who is liable to retire by rotation at the conclusion of ensuing Twentieth Annual General Meeting, being eligible and offered himself for re-appointment, be and is hereby recommended for re-appointment at the ensuing Twentieth Annual General Meeting.”

SPECIAL BUSINESS:

4. Appointment of Mr Suresh Mahalingam as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination

Amy Arora

CIN - U66010DL2000PLC107880

IRDA Reg. No. 122

Aviva Life Insurance Company India Limited

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and Remuneration Committee, consent of the Board be and is hereby accorded, to appoint Mr Suresh Mahalingam DIN: 01781730) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 22nd July 2020 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from 22nd July 2020 .

RESOLVED FURTHER THAT Mr. Suresh Mahalingam will be entitled to the sitting fees of Rs 1,00,000 per meeting of Board of Directors or any Committee of the Board of Directors, attended by him.

RESOLVED FURTHER THAT Mr. Trevor Bull, Chief Executive Officer & Managing Director of the Company and Mr. Anuj Arora, Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

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



**Anuj Arora
Company Secretary
Tower S-5, 1202, Eldeco Aamantaran,
Sector 119, Noida, Uttar Pradesh-201306**

**Date: 11th August 2020
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. 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.
5. 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.
6. 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.

Amy Arora

**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. 4** of the accompanying notice:

Pursuant to section 149(4) of the Companies Act, 2013 read with IRDAI Corporate Governance Guidelines, 2016, the Company is required to have a minimum of three independent directors on its Board. In the event of the number of independent directors falling below the mandated requirement then such vacancy is required to be filled up before the immediately following Board meeting or three months from the date of such vacancy, whichever is later. Further, as per the provisions of Schedule IV of the Companies Act, 2013 the appointment of an Independent Director shall be approved at the meeting of the shareholders.

Consequent to the conclusion of the term of Ms Falguni Nayar as the independent Director of the Company on 26th September 2018, the number of independent Directors on Company's Board of Directors ('Company's Board') fell below the aforementioned mandated requirement.

Therefore, the Board of Directors of the Company (pursuant to the recommendation of the Nomination and Remuneration Committee) in its meeting held on 22nd July 2020, considered and further recommended for the approval of the shareholders, the proposal for appointment of Mr Suresh Mahalingam (DIN: 01781730) as the independent director on the Company's Board, not liable to retire by rotation, for a period of five years commencing from 22nd July 2020 and ending at 21st July 2025.

Brief details of Mr Mahalingam as per SS 2 Secretarial Standard on General Meeting are as under:

Age	58 years
Qualifications	Post Graduate Programme in International Management (PGPIM) from International Management Institute, New Delhi
Experience	33 years
Terms and conditions of appointment	The same is uploaded on the Company website.
Shareholding in the Company	Nil
Number of directorship in other companies	Disclosed in MBP-1
Membership / Chairmanship of Committees of other Boards	Disclosed in MBP-1

Mr Mahalingam has given his consent to act as Director of the Company. He also confirmed his eligibility to be appointed as director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013 read with IRDAI Corporate Governance Guidelines, 2016.

The Board of Directors further confirm that in the opinion of the Board, the independent director possesses the relevant experience, have rich experience and fulfils the conditions specified in the Act for such appointment and is independent of the management of the Company.

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 and corporate office of the Company as well as during the meeting.

The terms and conditions for his appointment shall be as per the Deed of Covenant to be executed between the Company and the Director as required under IRDAI Corporate Governance Guidelines, 2016.

Mr Mahalingam does not hold any shares of the Company and none of the Directors, Key Managerial Personnel or their relatives except Mr Mahalingam, to whom the resolution relates, is interested or concerned, either financially or otherwise, in the resolution.

Amy Arora

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. 4 for the approval of the shareholders.

Aviva Life Insurance Company India Limited

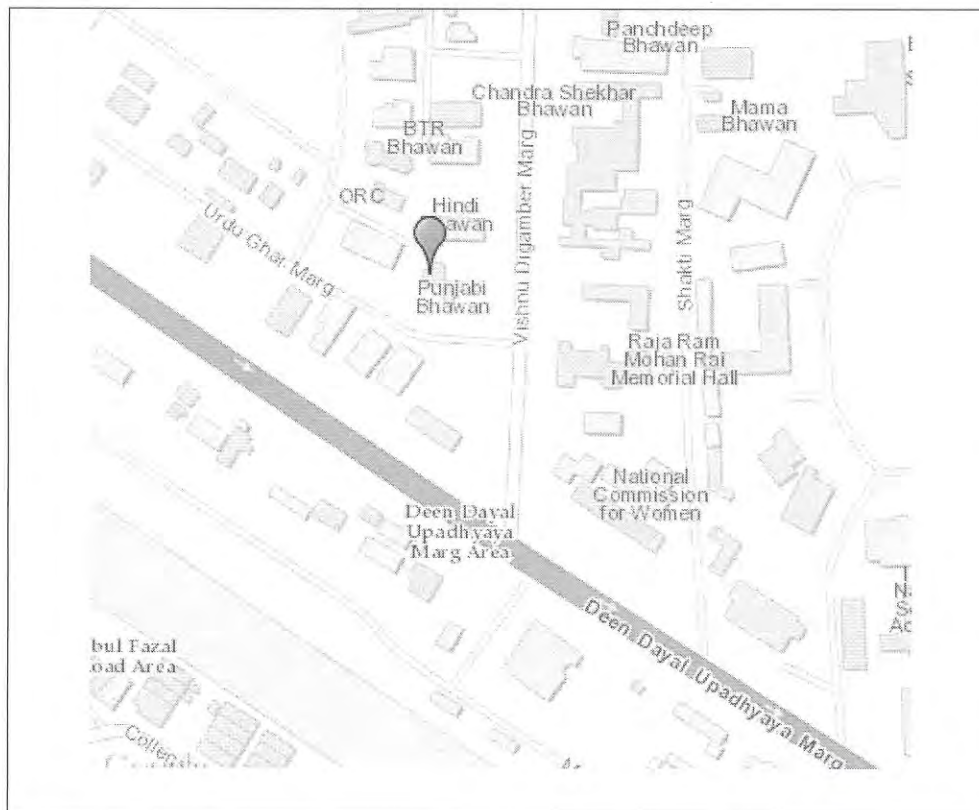
ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day : Thursday

Date : 03rd September 2020

Time: 01:30 pm

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



Amy Arora