

DRAFT NOTICE

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting (AGM) of the Company will be held at 5th Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India on Friday, the 30th day of August 2019 at 10:30 a.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 31st March 2019, Revenue Account, Statement of Profit and Loss, Receipts and Payments Account for the financial year ended 31st March 2019 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 2019, 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 Pradip Burman, 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 Pradip Burman (DIN 00042241) who is liable to retire by rotation at the conclusion of ensuing Nineteenth Annual General Meeting, being eligible and offered himself for re-appointment, be and is hereby recommended for re-appointment at the ensuing Nineteenth Annual General Meeting."

3. To appoint a Director in place of Mr Nishit Piyush Majmudar, 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 Nishit Piyush Majmudar (DIN 07459782) who is liable to retire by rotation at the conclusion of ensuing Nineteenth Annual General Meeting, being eligible and offered himself for re-appointment, be and is hereby recommended for re-appointment at the ensuing Nineteenth Annual General Meeting."

Special Business:

4. **Appointment of Mr Chetan Singh as Director**

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

Anuj Anora

CIN - U66010DL2000PLC107880

IRDA Reg. No. 122

Aviva Life Insurance Company India Limited

Head Office: Aviva Tower, Sector Road, Opposite Golf Course, DLF Phase - V, Sector 43, Gurgaon-122 003

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

Registered Office: 2nd Floor, Prakashdeep Building, 7, Tolstoy Marg, New Delhi - 110 001, India

Tel.: +91 11 41510933, Fax: +91 11 41510922



1800-180-2266 / 0124-2709046
1800-103-7766



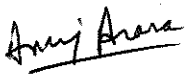
customerservices@avivaindia.com



www.avivaindia.com

“RESOLVED THAT Mr Chetan Singh (DIN 08532370), who was appointed as an Additional Director of the Company with effect from 20th August 2019 and who holds office up to the date of the nineteenth 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**



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

Date: 27.08.2019

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:

The Board, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr Chetan Singh, as an additional director of the Company with effect from 20th August 2019.

Mr Singh holds a MBA with distinction from INSEAD, France and Singapore, Master of International Economics from SDA Bocconi Italy and a Bachelor of Commerce (Honours) from University of Delhi, India.

Mr Chetan is the Chief M&A Officer at Aviva plc and is also responsible for overseeing the Aviva Group Investor Relations, Treasury and Aviva Ventures activities. He is also a Director on Boards of AIH, Aviva France and Aviva Europe SE.

The Company has received the following from Mr Singh:

- 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.
- iii. Disclosure of Notice of interest or concern in the company or companies, bodies corporate, firms or other association of individuals in Form MBP-1 in terms of Companies (Meetings of Board and its powers) Rules, 2014..

Mr Singh 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.

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. 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 Singh as a Director of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel or their relatives except Mr Singh, 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. 4 for the approval of the shareholders.

Amy Anand

Aviva Life Insurance Company India Limited

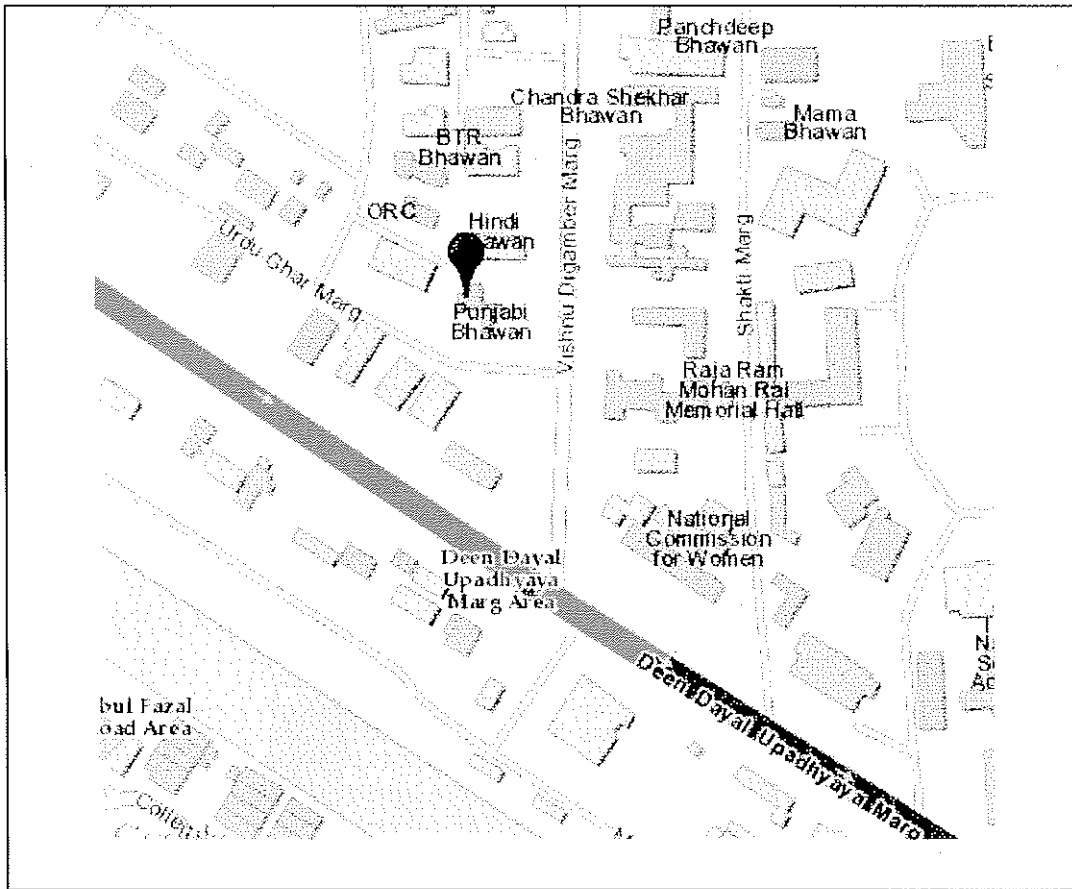
ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day : Friday

Date : 30th August 2019

Time : 10:30 a.m.

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



Anuj Arora