

**NOTICE OF THE TWENTY FIRST (21<sup>ST</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the 21<sup>st</sup> (Twenty First) Annual General Meeting (“the meeting or AGM”) of Aviva Life Insurance Company India Limited (“Company”) will be held on Thursday, 19<sup>th</sup> August 2021 at 10:30 am at 5<sup>th</sup> Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India to transact the following businesses:

**ORDINARY BUSINESS(ES):**

1. **To receive, consider, approve and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March 2021, Revenue Account, Statement of Profit and Loss, Receipts and Payments Account for the financial year ended 31<sup>st</sup> March 2021 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 comprising of the Balance Sheet as at 31<sup>st</sup> March 2021, Revenue Account, Statement of Profit and Loss, Receipts and Payments Account for the financial 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, approved and adopted.”

2. **To appoint a Director in place of Dr. Anand Chand Burman (DIN: 00056216), who retires by rotation, at this Annual General Meeting 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** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Anand Chand Burman (DIN: 00056216) who retires by rotation at this Annual General Meeting, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **To appoint a Director in place of Mr Mohit Burman (DIN: 00021963), who retires by rotation at this Annual General Meeting 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** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Mohit Burman (DIN: 00021963) who retires by rotation at this Annual General Meeting, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



**SPECIAL BUSINESS(ES):**

**4. Appointment of Mr. Amit Malik (DIN: 08681259) as 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 IRDAI Corporate Governance Guidelines, 2016, and Sections 149, 152 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), Article 35 of Article of Association of the Company, Mr. Amit Malik (DIN: 08681259) who was appointed as an additional director of the Company with the effect from 1<sup>st</sup> January 2021 and who holds the office upto this Annual General Meeting of the Company be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** Mr. Amit Malik, Chief Executive Officer & Managing Director of the Company and Mr. Anuj Arora, Company Secretary of the Company be and is hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds and things as may be required to give effect to this resolution.”

**5. Appointment of Mr. Amit Malik (DIN: 08681259) as Chief Executive Officer & Managing 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 provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 read with rules/regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to applicable guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI) from time to time, the Articles of Association of the Company, and pursuant to the provisions of applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Nomination & Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee and Board and as approved by the IRDAI, the members hereby approve the appointment of Mr. Amit Malik (DIN: 08681259) who was appointed as an Additional Director of the Company with the effect from 1<sup>st</sup> January, 2021 as Managing Director & Chief Executive Officer of the Company, for a further period of one year with effect from 1<sup>st</sup> January, 2021 to 31<sup>st</sup> December, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorized to vary, alter, enhance or widen (collectively referred to as ‘Variation’) the scope of remuneration payable to Mr. Amit Malik, as Managing Director & Chief Executive Officer during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Managing Director under applicable law.

**RESOLVED FURTHER THAT** Mr. Anuj Arora, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion thinks necessary, as may be directed by IRDAI.”

**6. Re-appointment of Ms Eranti Venkataramagupta Sumithasri (DIN: 07087197) 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 provisions of IRDAI Corporate Governance Guidelines, 2016, and Sections 149, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) therein or re-enactment(s) thereof, for the time being in force, if any) the Nomination & Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee and Board and as approved by the IRDAI, consent of the members of the Company be and is hereby accorded, to re-appoint Ms. Eranti Venkataramagupta Sumithasri (DIN: 07087197) as an Independent Director of the Company for period of 5 consecutive years with effect from 12<sup>th</sup> February 2021 to hold office upto 11<sup>th</sup> February 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Amit Malik, 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 Insurance Regulatory and Development Authority of India IRDAI and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**7. Appointment of Mr Randy Lianggara (DIN: 09193302 ) as Director**

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, 152, and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 35 of Article of Association of the Company, Mr. Randy Lianggara (DIN: 09193302) who was appointed as an Additional Director of the Company with the effect from 25<sup>th</sup> June, 2021 and who holds the office upto this Annual General Meeting of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Amit Malik, Chief Executive Officer & Managing Director of the Company and Mr. Anuj Arora, Company Secretary of the Company be and is hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds and things as may be required to give effect to this resolution

**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**

**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 ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE FILED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF 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 duly 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 maintained u/s 170 of the Companies Act, 2013, Register of contracts or arrangement in which directors are interested maintained u/s 189 of the Companies Act, 2013, 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. Proxy Form, Attendance Slip and Route Map along with Prominent Landmark for easy location to reach the venue of 21<sup>st</sup> Annual General Meeting are annexed to this notice.
7. Members/Authorised Representatives/Proxies attending the meeting are requested to bring their attendance slip duly signed so as to avoid inconvenience.

**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 & 5**

Pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, applicable provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 read with rules/regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI), the Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee, the Board approved the appointment of Mr. Amit Malik (DIN 08681259) as an Additional Director with effect from January 01, 2021, who shall hold office upto this Annual General Meeting and is eligible to be appointed as a Director of the Company.

On recommendation of the Nomination and Remuneration Committee, the Board also approved the appointment of Mr. Amit Malik as Managing Director & Chief Executive Officer of the Company for term of one year with effect from January 01, 2021 consequent upon resignation of Mr Trevor Bull as Managing Director & Chief Executive Officer of the Company has expired with the effect from 31<sup>st</sup> December 2020, subject to the approval of the shareholders at this annual general meeting..

The Company has received all requisite disclosures/ declarations from Mr. Malik for his appointment as Managing Director & Chief Executive Officer of the Company.

Mr. Malik currently does not hold directorship in any company.

The copy of the draft letter of appointment of the 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.

As per Section 34 of Insurance Act, 1938, section 196 and 197 does not apply. Hence details required under schedule V is not required to be provided.

In compliance with the provisions of Secretarial Standard 2, the details of Mr Amit Mailk is mentioned below :

Age	47 years
Qualifications	Post Graduate
Experience	More than 21 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

Except Mr Malik or his relatives, no other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the members and Special Resolution set out at item no. 5 of the Notice for approval by the members.

## ITEM NO. 6

Ms Eranti Venkatramagupta Sumithasri was appointed as an Independent Director of the Company, not liable to retire by rotation for a term of three consecutive years which was completed on 11<sup>th</sup> February 2021.

Accordingly, the Board of Directors of the Company (pursuant to the recommendation of the Nomination and Remuneration Committee) in its meeting held on 12<sup>th</sup> February 2021, considered and further recommended for the approval of the shareholders, the proposal for re-appointment of Ms Eranti Venkatramagupta Sumithasri (DIN: 07087197) as an independent director on the Company's Board, not liable to retire by rotation, for a period of five years commencing from 12<sup>th</sup> February 2021 and ending at 11<sup>th</sup> February 2026.

The Company has received all requisite disclosures/ declarations from Mr. Trevor Bull for his appointment as Director of the Company..

The Board of Directors based on the performance evaluation of Ms Eranti Venkatramagupta Sumithasri 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 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.

In compliance with the provisions of Secretarial Standard 2, the details of Ms Eranti Venkatramagupta Sumithasri are mentioned below.

Age	49 years
Qualifications	Information Technology, Business Management Business
Experience	More than 20 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

Except Ms Sumithasri or her relatives, no other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

The Board recommends the Special Resolution set out at item no. 6 of the Notice for approval by the members.

## Item- 7

Pursuant to the cessation of Mr. Trevor Bull as the Director of the Company with effect from 09<sup>th</sup> June 2021, Mr. Randy Lianggara was appointed as Additional Director (Non-executive Director) of the Company as a nominee of AIH with effect from 25<sup>th</sup> June 2021 who shall hold the office upto this Annual General Meeting and is eligible to be appointed as a Director of the Company.

Mr. Randy holds a Bachelor of Business Administration (BBA) from IOWA State University, USA, Master of Business Administration (MBA) from GOLDEN GATE UNIVERSITY, USA and he is Certified of Professional, Life and Health Insurance (CPLHI), USA, Chartered Financial Consultant, Chartered Life Underwriter, Certified Wealth Manager, UK , Certified Financial Planner (CFP), USA

The Company has received all requisite disclosures/ declarations from Mr. Lianggara for his appointment as Director of the Company.

Mr. Randy currently holds Directorship in Aviva Cocfo Insurance Co. Ltd and is the member of Council in Aviva Vietnam Life Insurance Company Limited.

The composition of Board of Directors, post Mr. Lianggara's appointment as AIH nominee, will be in compliance with IRDAI Indian Owned and Controlled Guidelines.

The copy of the draft letter of appointment of the 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.

In compliance with the provisions of Secretarial Standard 2, the details of Mr Randy Lianggara are mentioned below:

Age	54 years
Qualifications	Post graduate and insurance veteran with 27 years' experience
Experience	More than 30 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

Except Mr Lianggara or his relatives, no other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

The Board recommends the Ordinary Resolution set out at item no. 7 of the Notice for approval by the members.

**AVIVA LIFE INSURANCE COMPANY INDIA LTD**  
**CIN: U66010DL2000PLC107880**  
**Registered Office: 2nd Floor Prakashdep Building 7 Tolstoy Marg New Delhi- 110001**  
**Website: https://www.avivaindia.com**

**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 LTD**

Registered office: 2<sup>nd</sup> Floor Prakashdep Building 7 Tolstoy Marg New Delhi- 110001

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:

<b>1.</b>	
Name:	
Address:	
E-mail Id:	
Signature: .....,or failing him/her	

<b>2.</b>	
Name:	
Address:	
E-mail Id:	
Signature:.....,or failing him/her	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on ....., ....., **2021** at ..... at 5<sup>th</sup> Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002 and at any adjournment thereof in respect of such resolution is indicated below:

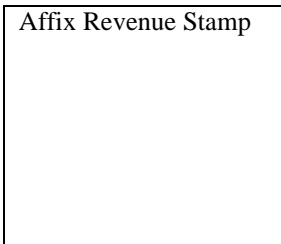
Resolution No.	Description of Resolutions	For	Against
<b>Ordinary Business:</b>			
1	To receive, consider, approve and adopt the audited Financial Statements of the Company comprising of Balance Sheet as at 31 <sup>st</sup> March 2021, Revenue Account, Statement of Profit and Loss, Receipts and Payments Account for the		





	financial year ended 31 <sup>st</sup> March 2021 together with the Management Report, Directors' Report and Auditors' Report thereon.		
2	To appoint a Director in place of Mr Anand Chand Burman (DIN: 00056216), who retires by rotation, <u>at this Annual General Meeting</u> and being eligible offers himself for re-appointment.		
3	To appoint a Director in place of Mr Mohit Burman (DIN: 00021963), who retires by rotation <u>at the Annual General Meeting</u> and being eligible offers himself for re-appointment.		
<b>Special Business:</b>			
4	Appointment of Mr. Amit Malik (DIN: 08681259) as Director of the Company		
5.	Appointment of Mr. Amit Malik (DIN: 08681259) as Managing Director & Chief Executive Officer of the Company		
6.	Re-appointment of Ms Eranti Venkataramagupta Sumithasri (DIN: 07087197) as an Independent Director of the Company		
7.	Appointment of Mr Randy Lianggara as Director		

Signed this..... day of..... 2021



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.**

**Aviva Life Insurance Company India Limited**

**ROUTEMAP ALONGWITH PROMINENT LANDMARK**

**Day : Thursday**

**Date : 19<sup>th</sup> August 2021**

**Time : 10:30 am**

**Venue: 5<sup>th</sup> Floor, Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002**

