

## **NOTICE**

Notice is hereby given that the 26<sup>th</sup> Extraordinary General Meeting (EGM) of the Company will be held at shorter notice at 5<sup>th</sup> Floor Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India on 30<sup>th</sup> May 2022 at 4:00 pm 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, the Articles of Association of the Company be and is hereby amended to add Section XXII titled Dematerialization (after Article 80) covering Article 81 to 93.”

**“RESOLVED FURTHER THAT** Mr Amit Malik-Chief Executive Officer and Managing Director and Mr Anuj Arora-Company Secretary 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

Anuj Arora  
Company Secretary  
Membership No.- A28442  
Address: IN4-2404, Inspire Tower, Eldeco Amantran,  
GH-003, Sector-119, Noida, 201306

Date: 27<sup>th</sup> May 2022  
Place: Gurgaon

**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, IS ANNEXED HERETO.

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.

The Register of Directors and Key Managerial Personnel and their shareholding, Register of contracts or arrangement in which directors are interested and documents referred in the Notice and explanatory statement, if any, 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.

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 dated 30<sup>th</sup> May 2022:

**ITEM No. 1**

The shareholders have expressed interest to dematerialize the shares. Subsequently, it is proposed that the AOA of the Company be further amended to incorporate the following:

<b>SNo.</b>	<b>Proposed changes</b>	<b>Page no.</b>
<b>1</b>	Addition of clause XXII: Dematerialization of shares  Covering Article 81 to 93  This is being inserted after Article 80	Pg 18-20

**“XXII. DEMATERIALISATION**

81. For the purpose of this Article :-

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a Depository;

‘Depository’ means a company formed and registered under the Act and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

‘Depositories Act’ means the Depositories Act, 1996.

82. Notwithstanding anything contained in these Articles and the Joint Venture Agreement, the Company shall be entitled to dematerialise its Shares and other securities, offer Shares and other securities in a dematerialised form and also rematerialize its Shares and securities pursuant to the Depositories Act.

83. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, The Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

84. Notwithstanding anything to the contrary contained in the Act, these Articles or the Joint Venture Agreement, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Shares on behalf of the Beneficial Owner.

85. Save as otherwise provided in Article 84, the Depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of the Shares held by it.

86. Every person holding Shares and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of the Shares shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its Shares which are held by a Depository.

87. Any person who is the Beneficial Owner of the Shares can at any time opt out of a Depository, if permitted by Applicable Law, in respect of any Share in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required Share certificates.

88. In the case of transfer of Shares, or other securities where the Company has not issued any certificates and where such Shares, or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

89. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.

90. Except as specifically provided in these Articles, the provisions relating to joint holders of Shares, calls, lien on Shares, forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in electronic form so far as they apply to Shares in physical form, subject however to the provisions of the Depositories Act.

91. Notwithstanding anything in the Act or these Articles, where Shares are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment or transfer of the Shares.

92. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Shares issued by the Company shall apply to Shares held with a Depository.

93. No Share or other securities certificate(s) shall be issued in respect of the Shares or other securities held in dematerialised form with the Depository.

Pursuant to section 14 of the Companies Act, 2013, special resolution is required to be passed for alteration of Articles of Association of the Company.”

**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 4:00 p.m. at New Delhi and  
at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	
<b>Special Business</b>	
1. Amendment of Articles of Association of the Company	

Affix Revenue Stamp
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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:** 30<sup>th</sup> May 2022

**Time:** 4:00 pm

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

