

NOTICE

Notice is hereby given that the 25th (Twenty Fifth) Extraordinary General Meeting (EGM) of the Company will be held at a shorter notice at 5th Floor Punjabi Bhawan, 10, Rouse Avenue, New Delhi-110002, India on Monday, the 26th day of March 2018, at 9:00 a.m. to transact the following business:

SPECIAL BUSINESS:

Re-appointment of Ms Falguni Nayar 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 IRDAI Corporate Governance Guidelines, 2016, and provisions of Sections 149 and 152 read with Schedule IV 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), Ms Falguni Nayar (DIN: 0003633), be and is hereby re-appointed as independent director of the Company, not liable to retire by rotation, to hold office for a term of 6 (six) months commencing from 26th March 2018 or from such date as may be approved by the shareholders.”

“RESOLVED FURTHER THAT Mr Trevor Bull – Chief Executive Officer & Managing Director (DIN 00050834) and Ms Nisha Prabhakar, Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and such other things as may be considered necessary, expedient, incidental or proper to do for carrying out the above resolution including issuing of appointment letter to the Independent Director.”

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

Sd/-
Nisha Prabhakar
Company Secretary
Membership No.-A27771
Address: RZ/E-42, Mahavir Enclave, Bengali Colony
Delhi 110045, India

Date: 22nd March 2018
Place: Gurugram

Notes:

- a. **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.**
- b. 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.
- c. The members of the company have given their consent to convene the extraordinary general meeting at a shorter notice.
- d. **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 refereed 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 extraordinary general meeting.

A Route Map along with 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 mentioned in the accompanying notice dated 22nd March 2018:

Ms Falguni Nayar 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 1st March 2018.

As per IRDAI Corporate Governance Guidelines, 2016 ("the Guidelines"), and Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Therefore, the Board of Directors of the Company (pursuant to the recommendation of the Nomination and Remuneration Committee) in its meeting held on 21st March 2018, considered and further recommended for the approval of the shareholders, the proposal for re-appointment of Ms Falguni Nayar (DIN: 00003633) as an independent director on the Company's Board, not liable to retire by rotation, for a period of six months commencing from 26th March 2018 and ending at 25th September 2018.

Brief details of Ms Falguni as per SS 2 Secretarial Standard on General Meeting are as under:

Age	55 years
Qualifications	<ul style="list-style-type: none"> PGDM from Indian Institute of Management, Ahmedabad (IIMA) B.Com from Sydenham College of Commerce and Economics, University of Mumbai
Experience	<ul style="list-style-type: none"> Founder & CEO at FEN E-Commerce Ventures Private Limited, Nykaa.com Board Member, Tata Motors Ltd., ACC limited and Dabur India Ltd. MD & CEO of Kotak Investment Bank: 2006-2012 Director, Institutional Equities at Kotak Securities Ltd., India 2001-2012 Earlier setup international operations with responsibility for Institutional Equity sales in London (1994) and USA (1997) Joined Kotak Mahindra Finance Limited to Head the M&A Business-1993 Manager & Consultant at A F Ferguson & Company-1985-1993
Terms and conditions of appointment	The same is uploaded on the Company website
Shareholding in the Company	None
Number of directorship in other companies	13 (thirteen)
Membership / Chairmanship of Committees of other Boards	None

Ms Falguni has given her consent to act as Director of the Company. She also confirmed her eligibility to be appointed as director on the Company's Board and also that she 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 Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms Falguni Nayar for the office of Independent Director.

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.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in 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 Delhi
110001

Email id:

Website:

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 :

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 25th Extraordinary General Meeting of the Company, to be held on the 26th day of March 2018 at 9:00 a.m. at New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	
Special Business	
Re-appointment of Ms Falguni Nayar as an Independent Director of the Company	

Affix
Revenue
Stamp

Signed this..... day of..... 2018

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: 26th March 2018

Time: 9:00 am

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

