

NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the eleventh Annual General Meeting (AGM) of the members of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited will be held at a shorter notice on Monday, the 23rd day of July 2018, at 5.00 pm at The Taj Mahal Hotel, Mansingh Road, New Delhi – 110011, to transact the following businesses:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

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

"RESOLVED THAT the audited Financial Statements comprising of the Balance Sheet as at 31st March 2018, Revenue Account (Policyholders' Account) for the financial year ended 31st March 2018, Profit and Loss Account (Shareholders' Account) for the financial year ended 31st March 2018, Receipts and Payments Account (Cash Flow Statement) for the financial year ended 31st March 2018, the Management Report together with the report of the Board of Directors & the Auditors' thereon and the report by the Comptroller and Auditor General of India be and is hereby received, considered and adopted."

2. RE- APPOINTMENT OF MS P V BHARATHI (DIN - 06519925), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass with or without modification(s), the following resolution 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), Ms P V Bharathi (DIN - 06519925), who retires by rotation from the office as director and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

3. REMUNERATION OF STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to the provisions of sections 139, 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, in compliance with the IRDAI guidelines and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Batra Deepak & Associates and

Attn:-

M/s M Anandam & Co, Chartered Accountants, joint statutory auditors of the Company appointed by the Comptroller and Auditor General of India to conduct audit for the financial year 2018-19 be paid an audit fee of ₹ 28.60 lakhs for carrying out the statutory audit for the financial year 2018-19 and a fee of ₹ 11.55 lakhs for carrying out the limited review of the financial results for the half year ending 30th September 2018, to be shared equally between the joint statutory auditors and out of pocket expenses, including reasonable expenses on auditors' travel and lodging incurred in connection with the audit of the Company, if any, and applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

SPECIAL BUSINESS

4. **APPOINTMENT OF MR SHASHI SHEKHAR MISHRA (DIN - 07911945) AS A DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Shashi Shekhar Mishra (DIN - 07911945) who was appointed as an additional director by the Board of Directors, under section 161 of the Companies Act, 2013 with effect from 8th September 2017, vide Board circular resolution no. 8/2017 and who holds office as an additional director up to the date of the eleventh annual general meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

5. **APPOINTMENT OF MR MATAM VENKATA RAO (DIN - 06930826) AS A DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Matam Venkata Rao (DIN - 06930826) who was appointed as an additional director by the Board of Directors, under section 161 of the Companies Act, 2013 with effect from 13th February 2018, who holds office as an additional director up to the date of the eleventh annual general meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies

Attn:-

Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

6. APPOINTMENT OF MR MUKESH KUMAR JAIN (DIN - 03275253) AS A DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Mukesh Kumar Jain (DIN - 03275253) who was appointed as an additional director by the Board of Directors, under section 161 of the Companies Act, 2013 with effect from 23rd March 2018, vide Board circular resolution no. 3/2018 and who holds office as an additional director up to the date of the eleventh annual general meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, whose period of office shall not be liable to determination by retirement of directors by rotation."

By order of the Board
For Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited

Date: 23rd July 2018
Place: New Delhi



Vatsala Sameer
Company Secretary
(Membership no. A14813)
R/o: B-903, Media Society,
Sector 7, Plot no. 18A,
Dwarka, New Delhi-110 075

NOTES:

1. The Company is convening its meeting at shorter notice therefore the requirement of forty eight hours for submission of proxy form cannot be met with, hence the Form MGT-11 is not applicable in this case.
2. The statutory registers along with the documents relating to any of the items mentioned in the notice and explanatory statement shall be available for inspection by the members of the Company during the business hours at the registered office of the Company and at the venue of the meeting. The copies of the relevant documents thereof shall also be made available at the corporate office of the Company.
3. An explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts and reasons in respect of the business mentioned under item no.4 to 6 of the notice, is annexed hereto and forms a part of shorter notice.
4. In terms of section 113 of the Companies Act, 2013, the Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of Board resolution or Power of Attorney authorizing their representative(s) to attend and vote at the annual general meeting.
5. The meeting is being convened at a shorter notice. In compliance with section 101 of the Companies Act, 2013 read with the Secretarial Standard 2, the meeting will require consent of all the members entitled to vote. Members are requested to give their consent to convene the meeting at shorter notice. The accompanying documents as enclosed herewith the notice, shall be send back to Company duly signed.
6. A route map along with prominent landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice.
7. Members/ authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

ANNEXURE TO NOTICE DATED 23RD JULY 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 read with Rules made thereunder, the following explanatory statement sets out all material facts relating to item nos. 4 to 6 in the accompanying notice of annual general meeting of the Company:

ITEM NO. 4: APPOINTMENT OF DIRECTOR

Mr Shashi Shekhar Mishra (DIN: 07911945) was appointed as an additional director by the Board of Directors of the Company, under section 161 of the Companies Act, 2013 with effect from 8th September 2017. As per the provisions of the Companies Act, 2013, Mr Mishra holds office as additional director up to the date of the eleventh annual general meeting and is eligible for appointment as director.

As required under section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr Mishra as a director of the Company.

In compliance with the provisions of Secretarial Standard 2, the details of Mr Mishra are as follows:

Age as on 30.06.2018	59 Years
Qualification	B.Sc. (Agri.)
Experience	<p>Mr Mishra joined Canara Bank as an Agriculture Extension Officer on 14th August 1982.</p> <p>Presently, he is working as General Manager in marketing and retail resources wing of head office at Bangalore. Prior to this, he worked as Deputy General Manager in the resources wing, marketing and retail resources wing at Chandigarh. Thereafter he was elevated to General Manager with effect from 1st June 2017.</p> <p>Mr Mishra carries with him vast knowledge and multi-dimensional banking experience. During his career span of more than three decades, he has worked at different branches in rural, semi urban, urban, metropolitan and international branches. His key areas of expertise include financial management, marketing, planning and development.</p> <p>He has attended several seminars, conferences, workshops and trainings on all facets of Banking.</p>
Terms and Conditions of appointment	Mr Mishra shall be appointed as a non-executive director of the Company, liable to retire by rotation.
Remuneration sought and last drawn	Nil
Date of first appointment	8 th September 2017



Shareholding in the Company	1 (one) share as a nominee of Canara Bank
Relationship with other directors, manager and KMP	Nil
No. of meetings of the Board attended during the year (FY 2017-18)	2
Other directorships, membership/chairmanship of Committees of other Board	Canara Bank Securities Ltd.

Your directors feel that the Company would benefit from the wide and varied experience held by Mr Mishra.

Hence, the Board recommends the resolution appearing at item no. 4 of the accompanying notice seeking your approval for the appointment of Mr Mishra as director of the Company, liable to retire by rotation, be passed as an ordinary resolution.

Except Mr Mishra or his relatives, none of the 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.

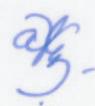
ITEM NO. 5: APPOINTMENT OF DIRECTOR

Mr Matam Venkata Rao (DIN: 06930826) was appointed as an additional director by the Board of Directors of the Company, under section 161 of the Companies Act, 2013 with effect from 13th February 2018. As per the provisions of the Companies Act, 2013, Mr Jain holds office as additional director up to the date of the eleventh annual general meeting and is eligible for appointment as director.

As required under section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr Rao as a director of the Company.

In compliance with the provisions of Secretarial Standard 2, the details of Mr Rao are as follows:

Age as on 30.06.2018	52 Years
Qualification	M.Sc. (Agri.), CAIIB
Experience	Mr Rao has been an Executive Director of Canara Bank since October 2017 and heads various departments, including Marketing. Before joining Canara Bank, Mr Rao was with Allahabad Bank and his last designation was General Manager (Retail Banking). He carries with him 3 decades of wide ranging experience in all aspects of the banking sector and has held various important positions in the past. He was also a Director of All Bank Finance Limited, a 100% subsidiary of Allahabad Bank. He was instrumental in conceptualizing and implementing the transformative project in Allahabad Bank.
Terms and Conditions of	Mr Rao shall be appointed as a non-executive director of the



appointment	Company, liable to retire by rotation.
Remuneration sought and last drawn	Nil
Date of first appointment	13 th February 2018
Shareholding in the Company	Nil
Relationship with other directors, manager and KMP	Nil
No. of meetings of the Board attended during the year (FY 2017-18)	N.A.
Other directorships, membership/chairmanship of Committees of other Board	Canara Bank

Your directors feel that the Company would benefit from the wide and varied experience held by Mr Rao.

Hence, the Board recommends the resolution appearing at item no. 5 of the accompanying notice seeking your approval for the appointment of Mr Matam Venkata Rao as director of the Company, liable to retire by rotation, be passed as an ordinary resolution.

Except Mr Rao or his relatives, none of the 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.

ITEM NO. 6: APPOINTMENT OF DIRECTOR

Mr Mukesh Kumar Jain (DIN: 03275253) was appointed as an additional director by the Board of Directors of the Company, under section 161 of the Companies Act, 2013 with effect from 23rd March 2018. As per the provisions of the Companies Act, 2013, Mr Jain holds office as additional director up to the date of the eleventh annual general meeting and is eligible for appointment as director.

As required under section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr Jain as a director of the Company.

In compliance with the provisions of Secretarial Standard 2, the details of Mr Jain are as follows:

Age as on 30.06.2018	57 Years
Qualification	M.A. (Economics) from Delhi School of Economics and Chartered Accountant
Experience	Mr Jain is the Managing Director & CEO of Oriental Bank of Commerce. He started his career in June, 1987 as Manager Credit in Dena Bank. Before joining Dena Bank, had a short stint at Oriental Bank of Commerce itself in International Division in 1986-87.

	<p>He has more than 30 years of banking experience. His expertise lies in all facets of banking, both at Operational and Administrative levels and efficient business leadership. He headed large Branches and Zones of Dena Bank throughout the country viz. Mumbai, Delhi, Gujarat, Karnataka etc. He has been member of three Indian Banking Association (IBA) Committees viz. Working Group on HR Strategies in PSBs, Standing Committee on Accounting Standards & Taxation.</p> <p>Before joining OBC, Mr Jain was Executive Director of Punjab & Sind Bank.</p>
Terms and Conditions of appointment	Mr Jain shall be appointed as a non-executive director of the Company, not liable to retire by rotation.
Remuneration sought and last drawn	Nil
Date of first appointment	23 rd March 2018
Shareholding in the Company	Nil
Relationship with other directors, manager and KMP	Nil
No. of meetings of the Board attended during the year (FY 2017-18)	N.A.
Other directorships, membership/chairmanship of Committees of other Board	Oriental Bank of Commerce

Your directors feel that the Company would benefit from the wide and varied experience held by Mr Jain.

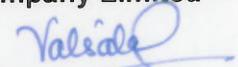
Hence, the Board recommends the resolution appearing at item no. 6 of the accompanying notice seeking your approval for the appointment of Mr Mukesh Kumar Jain as director of the Company, not liable to retire by rotation, be passed as an ordinary resolution.

Except Mr Jain or his relatives, none of the 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.

By order of the Board
For Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited

Date: 23rd July 2018
Place: New Delhi




Vatsala Sameer
Company Secretary
(Membership no. A14813)
Plot: B-903, Media Society,
Sector 7, Plot no. 18A,
Dwarka, New Delhi - 110075

ATTENDANCE SLIP

CIN: U66010DL2007PLC248825
Name of the company: Canara HSBC Oriental Bank Of Commerce Life Insurance Company Limited
Registered office: Unit No. 208, 2nd Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi 110001

11th Annual General Meeting 2018

I/We hereby record my/our presence at the 11th Annual General Meeting of the Company at The Taj Mahal Hotel, Mansingh Road, New Delhi – 110011, on Monday, the 23rd day of July 2018, at 5.00 p.m.

Members Folio Number Member's/Proxy's name
in Block Letters Member's/Proxy's Signature

Note: Please complete the Folio No., name and sign this Attendance Slip and hand it over to the Company Secretary at the time of meeting.

ROUTE MAP TO THE VENUE

