

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th (fifteenth) Annual General Meeting (AGM) of the members of Canara HSBC Life Insurance Company Limited (the 'Company') (formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited) will be held on Friday, the 2nd day of September 2022, at 4.15 pm (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business(es):

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt Audited Financial statements for the financial year ended 31st March 2022
2. To declare dividend on equity shares for the financial year ended 31st March 2022
3. To appoint a director in place of Mr Debashish Mukherjee (DIN - 08193978), who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint a director in place of Mr Raj Kamal Verma (DIN - 07847454), who retires by rotation and being eligible, offers himself for re-appointment
5. Remuneration of Joint Statutory Auditors

"RESOLVED THAT pursuant to the provisions of section 142(1), applicable rules and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), approval of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company to determine the statutory audit fee and fee for other reviews/ audits to be conducted for the financial year 2022-23 by the joint statutory auditors to be appointed by the Comptroller & Auditor General of India and out-of-pocket expenses, including reasonable expenses on auditors' travel/ conveyance and lodging incurred in connection with the audit of the Company, if any, and applicable taxes."

SPECIAL BUSINESS(ES):

6. Appointment of Mr Eric Emore (DIN - 09547572) as a Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other 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), Mr Eric Emore (DIN - 09547572), who was appointed as an additional director of the Company with effect from 15th April 2022, by the Board of Directors of the Company vide circular resolution no. 3/2022 passed on 14th April 2022 and who shall hold the office up to the date of the 15th (fifteenth) Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the

Canara HSBC Life Insurance Company Limited

(formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited) (IRDAI Regn. No. 136)

139 P, Sector-44, Gurugram-122003, Haryana, India.

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Corporate Identity No.: U66010DL2007PLC248825 | E-mail: customerservice@canarahsbclife.in

Registered Office: Unit No: 208, 2nd Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi-110001 (India) | T +91 11-49512300

Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file the necessary form(s), document(s) with the relevant authorities, including the Registrar of Companies, Ministry of Corporate Affairs and to perform all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

7. Appointment of Mr Satyanarayana Raju Kalidindi (DIN - 08607009) as a Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other 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), Mr Satyanarayana Raju Kalidindi (DIN - 08607009) who was appointed as an additional director of the Company with effect from 6th July 2022, by the Board of Directors on the Company vide circular resolution no. 8/2022 passed on 6th July 2022, and who shall hold the office up to the date of the 15th (fifteenth) Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file the necessary form(s), document(s) with the relevant authorities, including the Registrar of Companies, Ministry of Corporate Affairs and to perform all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

8. Appointment of Mr Shankar Subramanya (DIN - 09652211) as a Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other 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), Mr Shankar Subramanya (DIN - 09652211) who was appointed as an additional director of the Company with effect from 6th July 2022 by the Board of Directors on the Company vide circular resolution no. 9/2022 passed on 6th July 2022, and who shall hold the office up to the date of the 15th (fifteenth) Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file the necessary form(s), document(s) with the relevant authorities, including the Registrar of Companies, Ministry of Corporate Affairs and to perform all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

By order of the Board
For Canara HSBC Life Insurance Company Limited
(Formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited)



Date: 2nd September 2022
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

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NOTES:

1. In view of the outbreak of the COVID-19 pandemic and considering the social distancing norms, the Ministry of Corporate Affairs has, vide its General Circular no. 14/2020 dated 8th April 2020, General Circular no.17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December 2021 and General Circular No. 2/2022 dated 5th May 2022 ("MCA Circulars"), allowed the companies to convene their annual general meeting (AGM) during the calendar year 2022 through video conferencing (VC)/ other audio visual means (OAVM) facility. Therefore, in line with the MCA Circulars, applicable provisions of the Companies Act, 2013 (Act), this (15th) AGM of the Company is scheduled to be held through VC/ OAVM in the manner given below. The physical presence of the members, directors, auditors and other eligible persons at a common venue has been dispensed with. The deemed venue of this meeting shall be considered at the registered office of the Company.
2. In view of relaxation given by MCA circulars and owing to the difficulties involved in dispatching of physical copies, notice of the AGM, financial statements (including directors' report, auditor's report or other documents required to be attached therewith) is being sent through email to all members as on 2nd September 2022 i.e. date of Board meeting in which notice along with other documents would be approved, on their registered email id with the Company and no physical copy of the same would be dispatched. Members may note that the notice and annual report for FY 2021-22 will also be available on the Company's website. If any member requires to update their registered email id, may send the request for the same to vatsala.sameer@canarahsbclife.in.
3. Pursuant to the MCA circulars, the meeting will be held through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote on behalf of a member is not available for this AGM and the proxy form, attendance slip and route map are not annexed to this notice.
4. 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 in electronic form at the registered office of the company, during the business hours i.e. 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the AGM. Members can send their inspection request to the Company Secretary of the Company at vatsala.sameer@canarahsbclife.in from their registered email address.
5. 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 nos. 6, 7 and 8 of the notice, is annexed hereto and forms part of the notice.
6. In terms of Section 113 of the Companies Act, 2013, the corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified true copy of Board resolution or Power of Attorney or authority letter authorizing their representative(s) to attend and vote at the AGM through their registered email address at vatsala.sameer@canarahsbclife.in.
7. To facilitate Shareholders of the Company to hold their Shares in a Dematerialized form, the Company is registered with the Depositories namely, National Securities Depository Ltd. (NSDL) vide ISIN No. INE01TY01017.

8. 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 on General Meetings issued by the Institute of Company Secretaries of India, the meeting will require consent of not less than ninety five percent of the members entitled to vote thereat. Members are requested to give their consent to convene the meeting at shorter notice through their registered email address at vatsala.sameer@canarahsbclife.in or in writing at the registered office of the Company.
9. The attendance of the members attending the AGM through video conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Members will be allowed to pose questions during the course of the AGM. Members may also submit their questions, if any, in advance by sending email at vatsala.sameer@canarahsbclife.in and nupur.sharma@canarahsbclife.in.
11. The facility for joining the meeting through VC/ OAVM will be opened at 4.00 pm i.e. 15 minutes before the time scheduled for convening the meeting and shall remain open throughout the proceedings of the meeting for at least 15 minutes from commencement of AGM.
12. Members may attend the AGM by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting.
13. The Members shall cast their vote on the resolution(s) by sending "I assent" or "I dissent" to Company Secretary at vatsala.Sameer@canarahsbclife.in from their registered email address or the members may vote by show of hands at the AGM.
14. In case if any member need any technical assistance for participating in the meeting using the steps given above or has any issue during the course of the meeting can contact Mr Ajay Mehta on 9810656760.
15. The Chairman of the Meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.
16. The Annual Report along with Notice of Annual General Meeting will be sent to those members/ beneficial owners, whose name will appear in the register of members / list of beneficiaries received from the depositories as on closing hours of 1st September 2022.
17. The Annual Report together with the Notice of the Annual General Meeting will also be available on the website of the Company.

ANNEXURE TO NOTICE DATED 2ND SEPTEMBER 2022

**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. 6, 7 and 8 in the accompanying notice of annual general meeting of the Company:

ITEM NO. 6: Appointment of Mr Eric Emore (DIN - 09547572) as a Director of the Company

Mr Eric Emore (DIN - 09547572) was appointed as an additional director by the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company, under Section 161 of the Companies Act, 2013 with effect from 15th April 2022 who shall hold the office upto the 15th (fifteenth) Annual General Meeting. The Board of Directors further recommends to the shareholder, appointment of Mr Eric Emore (DIN - 09547572) as a Director of the Company, not liable to retire by rotation.

Further, the Company has received all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules") and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Also the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the candidature of Mr Eric as a Director of the Company, not liable to retire by rotation.

In compliance with the provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the details of Mr Eric are as follows:

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| Age | 49 Years |
| Qualification | Master of Science in Finance, ESSEC, Member of the Institute of Actuaries, France. |
| Experience | <p>Mr Eric Emore was appointed as the Head of International and Partnership at HSBC Life in 2020. He is the Chairman of HSBC Assurance Vie France and is responsible for insurance manufacturing activities in France, UK, Malta, Mexico and Argentina. Before joining HSBC, Eric began his career in 1995 at BNP Paribas as an interest rate swap trader and later joined the financial institution department of Ernst & Young.</p> <p>Mr Eric had served as the Head of HSBC Insurance Europe and was appointed as the Chairman of the Economics and Finance Committee of French Insurance Association.</p> <p>Prior to becoming the Chief Executive Officer of HSBC Assurance Vie France in July 2014, Eric was a Managing Director at HSBC France's M&A team with a focus on the banking and insurance sector.</p> |
| Terms and Conditions of appointment/re-appointment | Mr Eric shall be appointed as a Non-Executive Director of the Company, not liable to retire by rotation. |

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| Remuneration sought to be paid and last drawn, if applicable | Nil |
| Date of first appointment on the Board | 15 th April 2022 |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other KMP of the Company | Nil |
| No. of meetings of the Board attended during the year (FY 2021-22) | Not applicable, as he was appointed in the current financial year |
| Other Directorships, membership/chairmanship of Committees of other Board | Head of International and Partnerships, HSBC Life Chairman of the Board at HSBC Assurance Vie (France) Chairman of the Risk Committee and member of the Board at HSBC Insurance Singapore Member of the Board at HSBC Insurance (Malta) Limited |

Your Board of Directors are of the opinion that the Company would benefit from the wide and varied experience held by Mr Emore.

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

Except for Mr Emore or his relatives, none of the other Directors/ Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

ITEM NO. 7: Appointment of Mr Satyanarayana Raju Kalidindi (DIN - 08607009) as a Director of the Company

Mr Satyanarayana Raju Kalidindi (DIN - 08607009) was appointed as an additional director by the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company, under Section 161 of the Companies Act, 2013 with effect from 6th July 2022, who shall hold the office upto the 15th (fifteenth) Annual General Meeting. The Board of Directors further recommends to the shareholder, appointment of Mr Satyanarayana Raju Kalidindi (DIN - 08607009) as a Director of the Company, liable to retire by rotation.

Further, the Company has received all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules") and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Also the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr Raju as a Director of the Company, liable to retire by rotation.

In compliance with the provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the details of Mr Raju are as follows:

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| Age | 56 Years |
| Qualification | MBA (B&F), BSc, CAIIB |
| Experience | Mr Satyanarayana Raju Kalidindi has 34 years of multi-dimensional experience in various aspects of banking operations. He started his career with the erstwhile Vijaya Bank (Now Bank of Baroda) and reached up to the position of Chief General Manager in the Bank. He had worked in various capacities in the bank and has had an all-round banking experience as Branch/ Regional Head. He has taken charge as Executive Director of Canara Bank in March 2021. He is also a director on the Board of Canbank Computers Services Limited |
| Terms and Conditions of appointment/re-appointment | Mr Raju shall be appointed as a Non-Executive Director of the Company, liable to retire by rotation. |
| Remuneration sought to be paid and last drawn, if applicable | Nil |
| Date of first appointment on the Board | 6 th July 2022 |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other KMP of the Company | Nil |
| No. of meetings of the Board attended during the year (FY 2021-22) | Not applicable, as he was appointed in the current financial year |
| Other Directorships, membership/ chairmanship of Committees of other Board | 1. Canara Bank 2. Canbank Computers Services Limited |

Your Board of Directors are of the opinion that the Company would benefited from the wide and varied experience held by Mr Raju.

Hence, the Board recommends the resolution appearing at item no. 7 of the accompanying notice seeking your approval for the appointment of Mr Raju as a Director of the Company, liable to retire by rotation, be passed as an ordinary resolution.

Except for Mr Raju or his relatives, none of the other directors/ Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in this resolution.

ITEM NO. 8: Appointment of Mr Shankar Subramanya (DIN - 09652211) as a Director of the Company

Mr Shankar Subramanya (DIN - 09652211) was appointed as an additional director by the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company, under Section 161 of the Companies Act, 2013 with effect from 6th July 2022, who shall hold the office upto the 15th (fifteenth) Annual General Meeting. The Board of Directors further recommends to the shareholder, appointment of Mr Shankar Subramanya (DIN - 09652211) as a Director of the Company, liable to retire by rotation.

Further, the Company has received all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules") and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Also the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr Shankar as a Director of the Company, liable to retire by rotation.

In compliance with the provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the details of Mr Shankar are as follows:

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| Age | 59 Years |
| Qualification | M.Com, Member of Institute of Cost & Works Accountant of India, CAIIB |
| Experience | <p>Mr Shankar Subramanya joined Canara Bank in 1985 and currently holds the position of Chief General Manager, heading the Human Resource Wing of Bank. He carries with him vast knowledge and multi-dimensional experience in various aspects of banking operations.</p> <p>During his tenure, he has worked in various divisions of the bank and has handled various operations and functions, including Audit & Inspection department of the Bank and has worked in various branch/ circle offices including the London branch of the Bank. He has around 37 years of rich banking experience.</p> |
| Terms and Conditions of appointment/re-appointment | Mr Shankar shall be appointed as a Non-Executive Director of the Company, liable to retire by rotation. |
| Remuneration sought to be paid and last drawn, if applicable | Nil |
| Date of first appointment on the Board | 6 th July 2022 |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other KMP of the Company | Nil |
| No. of meetings of the Board attended during the year (FY 2021-22) | Not applicable, as he was appointed in the current financial year |

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| Other Directorships, membership/chairmanship of Committees of other Board | NIL |
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Your Board of Directors are of the opinion that the Company would benefited from the wide and varied experience held by Mr Shankar.

Hence, the Board recommends the resolution appearing at item no. 8 of the accompanying notice seeking your approval for the appointment of Mr Shankar as Director of the Company, liable to retire by rotation, be passed as an ordinary resolution.

Except for Mr Shankar or his relatives, none of the other Directors/ Key Managerial Personnel of the Company and their relatives is, 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 Life Insurance Company Limited
(Formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited)



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

Date: 2nd September 2022
Place: New Delhi