

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th (seventeenth) Annual General Meeting (AGM) of the members of Canara HSBC Life Insurance Company Limited (the 'Company') will be held on Thursday, 8th day of August 2024, at 12:15 pm (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), at shorter notice, to transact the following business(es). The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at 8th Floor, Unit No. 808-814, Ambadeep Building, Kasturba Gandhi Marg, Connaught Place, New Delhi- 110001.

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt Audited Financial statements for the financial year ended 31st March 2024

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

"RESOLVED THAT the Audited Financial Statements comprising of the Balance Sheet as at 31st March 2024, Revenue Account (Policyholders' Account) for the financial year ended 31st March 2024, Profit and Loss Account (Shareholders' Account) for the financial year ended 31st March 2024, Receipts and Payments Account (Cash Flow Statement) for the financial year ended 31st March 2024, 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. To declare dividend on equity shares for the financial year 2023-24

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

"RESOLVED THAT a final dividend of ₹0.20 on 95,00,00,000 equity shares ₹10/- each fully paid up for the financial year 2023-24, as recommended by the Board of Directors of the Company, be and is hereby approved and declared and the same be paid to the those shareholders whose names appear in the Register of Members and who hold beneficial interest in the equity shares of the Company as on 8th August 2024."

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

To consider and if thought fit, to pass 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(s) thereof, for the time being in force), Mr Debashish Mukherjee (DIN – 08193978), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. To appoint a director in place of Mr Ashok Chandra (DIN – 09322823), who retires by rotation and being eligible, offers himself for re-appointment

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

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)

T +91 124-4535500 | F +91 124-4535099 | www.canarahsbclife.com

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

Registered Office: 8th Floor, Unit No. 808-814, Ambadeep Building, Plot No.14, Kasturba Gandhi Marg, New Delhi-110001 (India), T+91 11-49512300

"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(s) thereof, for the time being in force), Mr Ashok Chandra (DIN – 09322823), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

5. Remuneration of Joint Statutory Auditors

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

"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 members 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 2024-25 by the joint statutory auditors to be appointed by the Comptroller & Auditor General of India ("CAG") 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make changes to the fee structure, if required during the year and 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(ES)

6. Appointment of Mr Edward Moncreiffe (DIN – 10637615) 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 and Articles of Association of the Company, and applicable provisions of the Insurance Act, 1938, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as approved and recommended by the Nomination and Remuneration Committee and Board, Mr Edward Moncreiffe (DIN – 10637615), who was appointed as an additional director of the Company with effect from 27th May 2024, by the Board of Directors of the Company vide circular resolution no. 8/2024 passed on 26th May 2024 and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing 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, who shall not be 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. Period of office of Mr K Satyanarayana Raju (DIN- 08607009) as director of the Company

"RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Company in their Annual General Meeting held on 2nd September 2022, with respect to the appointment of Mr Satyanarayana Raju Kalidindi (DIN - 08607009) as the Director of the Company, consent of the shareholders be and is hereby accorded that the period of office of Mr Satyanarayana Raju Kalidindi as Director and Chairman of the Company, shall not liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized 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



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

Date: 22nd July 2024
Place: Bengaluru

NOTES:

1. The Members shall note that the Company is going to convene this Annual General Meeting (“AGM”) through video conferencing in compliance with applicable laws read with General Circular no. 14/2020 dated 8th 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 08th December 2021, General Circular no. 2/2022 dated 05th May 2022, General Circular no. 10/2022 dated 28th December 2022 and General Circular no. 9/2023 dated 25th September 2023, issued by Ministry of Corporate Affairs (“collectively known as MCA Circulars”), allowed the companies to convene their general meeting 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 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 22nd July 2024 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 unless any members request for the same. Members may note that the notice and annual report for financial year 2023-24 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. 3,4, 6 and 7 of the notice, is annexed hereto and forms part of the notice. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of Directors seeking appointment/ re-appointment at this Meeting are also annexed 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 jasneet.dhingra@canarahsbclife.in.
11. The facility for joining the meeting through VC/ OAVM will be opened at 12:00 noon 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. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
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. The result of voting shall be declared in the Meeting and the Meeting shall deemed to be conclusive after the declaration of result.
15. 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.
16. The Chairman of the Meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.
17. 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 22nd July 2024.
18. 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 22nd July 2024

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 no. 3, 4, 6 and 7 in the accompanying notice of annual general meeting of the Company:

Item No. 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

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 Mukherjee are as follows:

Age	59 Years
Qualification	MBA (Finance), B.SC (Hons in Physics), B.A(Economics) and CAIIB
Experience	Mr Debashish Mukherjee is an Executive Director of Canara Bank since 19 th February 2018. He is overseeing the functions of Risk Management (including capital planning), Financial Management & Subsidiaries, MSME, Credit Administration and Monitoring, Stressed Asset management and recovery. Mr Mukherjee had previously worked in various capacities at Regional Offices, headed Corporate Finance Branch at Kolkata and was Regional Manager of Bihar district with Union Bank of India.
Terms and Conditions of appointment/re-appointment	Mr Mukherjee 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 from the Company
Date of first appointment on the Board	9 th October 2018
Shareholding in the Company	1 (one) share as a nominee of Canara Bank
Relationship with other Directors, Manager and other Key Managerial Personnel ("KMP") of the Company	Nil
No. of meetings of the Board attended during the year (FY 2023-24)	8
Other Directorships, membership/chairmanship of Committees of other Board	<ol style="list-style-type: none">1. Canara Robeco Asset Management Company Limited2. Canara Bank Securities Limited3. Can Fin Homes Limited4. Canara Bank5. Canara Bank Tanzania Limited

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

Hence, the Board recommends the resolution appearing at item no. 3 of the accompanying notice seeking your approval by way of ordinary resolution for the appointment of Mr Mukherjee as a Director of the Company, liable to retire by rotation.

Except for Mr Mukherjee 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, if any, in this resolution.

Item No. 4: To appoint a director in place of Mr Ashok Chandra (DIN – 09322823), who retires by rotation and being eligible, offers himself for re-appointment

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 Chandra are as follows:

Age	55 Years
Qualification	M.A (Economics) and CAIIB
Experience	<p>Mr Ashok Chandra joined Canara Bank in November 2022 as Executive Director of the Bank.</p> <p>He has more than 31 years of multi-dimensional experience in various aspects of banking operations. He started his banking career with erstwhile Corporation Bank in September 1991 as Probationary Officer. He has a wide exposure in the banking domain, including branch operations across various geographies in India, as well as internationally in Dubai.</p> <p>Throughout his career, he has achieved great laurels and awards.</p>
Terms and Conditions of appointment/re-appointment	Mr Chandra 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 from the Company
Date of first appointment on the Board	28 th March 2023
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel ("KMP") of the Company	Nil
No. of meetings of the Board attended during the year (FY 2023-24)	7
Other Directorships, membership/chairmanship of Committees of other Board	<ol style="list-style-type: none">1. Canara Bank2. Higher Education Financing Agency3. PSB Alliance Private Limited4. Can Bank Venture Capital Fund Limited

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

Hence, the Board recommends the resolution appearing at item no. 4 of the accompanying notice seeking your approval by way of ordinary resolution for the appointment of Mr Chandra as a Director of the Company, liable to retire by rotation.

Except for Mr Chandra 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, if any, in this resolution.

Item No. 6: Appointment of Mr Edward Moncreiffe (DIN – 10637615) as a Director of the Company

Mr Edward Moncreiffe (DIN – 10637615) 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 27th May 2024 vide circular resolution no. 8/2024 passed on 26th May 2024 and holds office upto the date of this Annual General Meeting. The Board of Directors further recommends the appointment of Mr Edward Moncreiffe (DIN – 10637615) as a Director of the Company, shall not be liable to retire by rotation to the shareholders for their approval.

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 Moncreiffe as a Director of the Company.

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 Moncreiffe are as follows:

Age	41 years
Qualification	Bachelor of Art (Honors), University of Durham, United Kingdom Master's in Business Administration (Honors), University of Chicago Booth School, United States of America Chartered Insurer of the Chartered Insurance Institute, United Kingdom
Experience	Mr Edward Moncreiffe is currently the CEO of Global Insurance HSBC Holdings plc. He oversees the HSBC Group's insurance business, with life insurance companies in Hongkong, Macau, mainland China, UK, Singapore, India, France, Malta, Bermuda, Mexico and Argentina, as well as insurance distribution units in 27 markets. He has been with the HSBC Group for 18 years during which time he has held a number of leadership roles, including Head of Life and Pensions Brazil, Global Head of Retail Insurance and Global Head of Insurance Strategic

	Partnership. Prior to his current role, he was Chief Executive Officer of HSBC Life Hong Kong and Macau for 7 years. Outside of HSBC, he plays an active role in local and business circles in Hongkong.
Terms and Conditions of appointment/re-appointment	Mr Moncreiffe shall be appointed as a Non-Executive Director of the Company, not be liable to retire by rotation.
Remuneration sought to be paid and last drawn, if applicable	Nil from the Company
Date of first appointment on the Board	27 th May 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel ("KMP") of the Company	Nil
No. of meetings of the Board attended during the year (FY 2023-24 and 2024-25)	2023-24 – Not applicable 2024-25 - 1
Other Directorships, membership/chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1. HSBC Life (International) Limited 2. HSBC Life (International) Limited 3. HSBC Insurance (Asia) Limited 4. HSBC Insurance (Asia-Pacific) Holding Limited 5. The Insurance Complaints Bureau, Hong Kong 6. Matilda International Hospital, Hong Kong 7. The Hong Kong and Shanghai Banking Corporation Limited 8. HSBC Life (Singapore) Pte. Ltd

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

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

Except for Mr Moncreiffe 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, if any, in this resolution.

Item No. 7: Period of office of Mr K Satyanarayana Raju (DIN- 08607009) as director of the Company

Mr K Satyanarayana Raju was appointed as an additional director of the Company w.e.f. 6th July 2022 and his appointment was regularized in the Annual General Meeting held on 2nd September 2022.

Further, Mr Raju was appointed as Chairman of the Company w.e.f. 15th April 2023 and being Chairman of the Company, his period of office as director of the Company is proposed to be not liable to determination by retirement of directors by rotation.

Hence, the Board recommends the resolution appearing at item no. 7 of the accompanying notice seeking your approval by way of ordinary resolution for the period of the office of the Mr Raju, not liable to determination by retirement of directors by rotation.

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, if any, in this resolution.

**By order of the Board
For Canara HSBC 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: 22nd July 2024
Place: Bengaluru**