

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

SHORTER NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the members of Canara HSBC Life Insurance Company Limited (Company) will be held on Friday, the 18<sup>th</sup> day of April 2025, at 4.15 pm (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at 8<sup>th</sup> Floor, Unit No. 808-814, Ambadeep Building, Kasturba Gandhi Marg, Connaught Place, New Delhi- 110001.

**SPECIAL BUSINESS(ES):****1. APPROVAL FOR FORMULATION AND IMPLEMENTATION OF EMPLOYEE STOCK OPTION PLAN**

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

**“RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee and the Board and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and read with Rules thereto, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Memorandum and Articles of Association of the Company and such other rules, regulations, circulars, notifications and guidelines of any statutory, regulatory authority(es) as may be applicable from time to time and subject to such approvals, consents, permissions and sanctions of any authorities as may be required and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, consent of the members be and is hereby accorded, to formulate and implement the Share Based Employee Benefit Scheme of the Company under the name and style of ‘Canara HSBC Life Insurance - Employee Stock Option Plan 2025’ (“CHL ESOP 2025 or ESOP 2025 or Plan”), as circulated and placed before the members and to grant such benefits to such person(s), who are Eligible Employees of the Company, from time to time, in one or more tranches to be settled by way of Equity Shares of the Company under applicable laws and Regulations, at such Price, in such manner, during such period, and on such other terms and conditions, as may be decided prior to the issue and offer thereof under the ESOP 2025.

**RESOLVED FURTHER THAT** the vesting of ESOP 2025 shall be contingent upon the listing of shares of the Company on stock exchanges.

**RESOLVED FURTHER THAT** that the Scheme be implemented and administered through a trust route, wherein an irrevocable employee welfare Trust, be set up by the Company by the name CHL ESOP Trust (“Trust”), which will acquire the Equity Shares of the Company by way of secondary acquisition from the market in one or more tranches.

**RESOLVED FURTHER THAT** that 57,00,000 number of Options may be issued and granted under the ESOP 2025 to the Eligible Employees of the Company, exercisable

into not more than 57,00,000 Equity Shares of face value of Rs 10/-each fully paid up, as adjusted for any change in the capital structure of the Company.

**RESOLVED FURTHER THAT** that the Trust shall acquire a total number of 57,00,000 Equity Shares by way of Secondary Acquisition from the market, which acquisition will be made subject to the limits as prescribed under SEBI SBEB Regulations and in compliance with applicable law including the SEBI (PIT) Regulations, 2015, and shall transfer the Shares to the grantees upon valid exercise of Options as per the Plan.

**RESOLVED FURTHER THAT** that subject to the terms stated in ESOP 2025, the Equity Shares allotted pursuant to these resolutions shall, in all respects, rank pari-passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** that the Nomination and Remuneration Committee be designated as the Compensation Committee as prescribed under Regulation 5 of the SBEB Regulations and is hereby authorised to take necessary steps as per the applicable laws to do all acts, deeds, matters and things as may be necessary for effective implementation and administration of the ESOP 2025 and to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to these resolutions.

**RESOLVED FURTHER THAT** that the Nomination and Remuneration Committee be and is hereby authorised to implement, modify, devise, change, vary, alter, amend, suspend or terminate the ESOP 2025, subject to compliance with the applicable laws and Regulations and to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2025 and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary to give effect to the these Resolutions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any two of the Managing Director & Chief Executive Officer, Chief Financial Officer, Chief People Officer and Company Secretary be and are hereby severally and jointly authorised to do all acts, deeds, matters and things as may be necessary for effective implementation and administration of the ESOP 2025 and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done-prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**2. APPROVAL FOR SECONDARY ACQUISITION OF SHARES BY THE PROPOSED CHL ESOP TRUST**

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

**“RESOLVED THAT** that in accordance with the recommendation of Nomination and Remuneration Committee and the Board and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SBEB Regulations”], Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, [“SEBI (PIT) Regulations, 2015”], applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members be and is hereby accorded for secondary acquisition of up to 57,00,000 Equity Shares (“Shares”) of the Company by the proposed CHL ESOP Trust (“Trust”), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors, for the purpose of implementation of the ‘Canara HSBC Life Insurance - Employee Stock Option Plan 2025’ (“CHL ESOP 2025 or ESOP 2025 or Plan”) or any other stock option plan that may be approved by the Board in the future, and in due compliance with the provisions of the SEBI SBEB Regulations and SEBI (PIT) Regulations, 2015.

**RESOLVED FURTHER THAT** that the total number of Shares under secondary acquisition held by the Trust in pursuance to the Plan, shall at no time, exceed 5 (five) percent of the Paid-up Equity Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders’ approval is obtained in due compliance with the provisions of the SEBI SBEB Regulations, 2021, as amended from time to time.

**RESOLVED FURTHER THAT** that the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI SBEB Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** that the above limits shall automatically include within their ambit the expanded or reduced capital of the company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue, buy-back, or other re-organisation of the Company as may be applicable from time to time.

**RESOLVED FURTHER THAT** that the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, SEBI (PIT) Regulations, 2015, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** that any two of the Managing Director & Chief Executive Officer, Chief Financial Officer, Chief People Officer and Company Secretary be and are hereby severally and jointly authorised to do all acts, deeds, matters and things as may be necessary for effective implementation and administration of the ESOP 2025 and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**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: 18<sup>th</sup> April 2025  
Place: Gurugram

**NOTES:**

1. The Members shall note that the Company is going to convene this extra-ordinary general meeting (“EGM”) through video conferencing in compliance with applicable laws read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020, General Circular no.17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, General Circular no. 22/2020 dated 15<sup>th</sup> June 2020, General Circular no. 33/2020 dated 28<sup>th</sup> September 2020, General Circular no. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, General Circular no. 10/2021 dated 23<sup>rd</sup> June 2021, General Circular no. 19/2021 dated 08<sup>th</sup> December 2021, General Circular no. 2/2022 dated 05<sup>th</sup> May 2022, General Circular no. 10/2022 dated 28<sup>th</sup> December 2022 and General Circular no. 9/2023 dated 25<sup>th</sup> September 2023 and General Circular no. 9/2024 dated 19<sup>th</sup> September 2024 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 EGM 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 EGM, is being sent through email to all members on their registered email id with the Company and no physical copy of the same would be dispatched. Members may note that the notice will also be available on the Company’s website. If any member requires to update the registered email id, may send the request for the same to [vatsala.sameer@canarahsbclife.in](mailto: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 EGM 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 EGM. Members can send their inspection request to the Company Secretary of the Company at [vatsala.sameer@canarahsbclife.in](mailto: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 no, 1 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 EGM 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 EGM through their registered email address at [vatsala.sameer@canarahsbclife.in](mailto: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.
9. The attendance of the members attending the EGM 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 EGM. Members may also submit their questions, if any, in advance by sending email at [vatsala.sameer@canarahsbclife.in](mailto:vatsala.sameer@canarahsbclife.in) and [jasneet.dhingra@canarahsbclife.in](mailto:jasneet.dhingra@canarahsbclife.in).
11. The facility for joining the meeting through VC/ OAVM will be opened at 5:30 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 EGM. The facility of participation at the EGM 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 EGM without restriction on account of first come first served basis.
12. Members may attend the EGM 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](mailto:vatsala.sameer@canarahsbclife.in) from their registered email address or the members may vote by show of hands at the EGM.
14. In case if any participant 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 or at [ajay.mehta@canarahsbclife.in](mailto:ajay.mehta@canarahsbclife.in).
15. The Chairman of the Meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.

**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 items nos. 1 and 2 in the accompanying notice of extraordinary general meeting of the Company:

**Item Nos. 1 and 2:**

Employee Stock Options are an effective way of incentivizing the employees and are recognized internationally as an instrument to align interest of employees with those of the Company paving way for a unified approach to the common objective of enhancing overall shareholder value creation and provide an opportunity to the employees to participate in the growth of the Company and create long-term wealth.

The Company intends to formulate and implement 'Canara HSBC Life Insurance - Employee Stock Option Plan 2025' ("**CHL ESOP Plan 2025**" or "**ESOP 2025**" or "**Plan**").

The objective of CHL ESOP 2025 is to reward eligible employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Plan aims to attract, retain and reward talent in the Company.

Stock Options fall under the category of share-based employee benefit. For the purpose of ESOP 2025, Options means a right to apply for one Share in the Company in accordance with the terms and conditions of the ESOP 2025.

Based on the recommendations/ approvals of the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company at their meetings held on 18<sup>th</sup> April 2025, a proposal for adoption of the ESOP 2025 is being placed before the members of the Company for their approval by way of Special Resolution in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) as set out in the Notice.

Further, pursuant to the SBEB Regulations, separate Special Resolutions are required to be passed for Secondary Acquisition of Equity Shares by the Trust for implementation of the Scheme. The Special Resolution set out at Item No. 2 is to seek your approval for the said purpose.

Particulars of disclosures as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and SBEB Regulations and circulars issued by SEBI and other applicable regulations are given below:

**Brief description of ESOP 2025**

The Company proposes to introduce ESOP 2025 with a view to give benefit to the Eligible Employees of the Company, to strengthen the link between Company's performance and compensation by giving a share in the value they create for the Company in future. The ESOP 2025 contemplates grant of Options to the Eligible Employees on such terms and conditions as may be decided by the NRC.

Each vested Option, upon exercise, shall entitle the Option grantee to a right to apply for one Share in the Company in accordance with the terms and conditions of the ESOP 2025.

The NRC shall be responsible for supervision of ESOP 2025 and shall administer the ESOP 2025 through Trust under the guidance of the Board. All questions of interpretation of ESOP 2025 shall be determined by the NRC as per the terms of the ESOP 2025.

### **Total number of Options to be offered:**

The total number of Options to be granted shall not exceed 57,00,000 units to the Eligible Employees in one or more tranches, from time to time ("Option Pool"), which shall be convertible into equal number of shares i.e. 57,00,000 Equity Shares currently having face value of Rs. 10/- each, as adjusted for any change in the capital structure of the Company.

Options expired, lapsed, cancelled, surrendered or become un-exercisable due to any reason/s, will be brought back to the Option Pool and shall become available for future grants, subject to compliance with the provisions of Applicable Law. The NRC is authorized to grant such lapsed/ cancelled Options as per the ESOP 2025.

### **Identification of classes of employees entitled to participate and be beneficiaries**

Following classes of employees are entitled to participate and beneficiaries in ESOP 2025 till the time shares of the Company are unlisted:

- "Employee"** for the purpose of this Plan till the time Company is unlisted shall mean-
- (i) permanent employee of the Company including whole-time director of the Company who has been working in India or outside India; or

but shall not include -

- an employee who is a promoter or a person belonging to the promoter group (except as provided below); or
- a director who either themselves or through their relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

Post Listing, Employee shall mean –

- (ii) an employee as designated by the Company including whole-time director of the Company, who is exclusively working in India or outside India; or

but does not include—

- an employee who is a promoter or a person belonging to the promoter group; or
- a director who, either themselves or through their relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company

The Eligible Employees to whom the Options would be granted and their eligibility criteria would be determined by the NRC.



**Requirements of vesting and period of vesting**

Options shall vest essentially based on continuation of employment/service and achievement of performance conditions, if any, and in the manner as set forth in the Letter of Grant. Options granted on any date shall vest not earlier than one year and not later than 3 years from the date of grant of Options as maybe determined by the NRC.

The NRC may extend, shorten or otherwise vary the vesting period from time to time subject to this minimum and maximum vesting period.

The specific vesting schedule and vesting criteria would be stated in the Letter of Grant provided to the Option Grantee at the time of grant.

**Maximum period (subject to regulation 18(1) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)) within which the Option shall be Vested**

All the Options granted on any date shall vest not later than 3 years from the Grant Date of Options subject to conditions, if any, mentioned in the Letter of Grant.

**Exercise Price or Pricing Formula**

The Exercise Price of Options Granted will be as below:

- a) For Grants made before Listing – Exercise Price shall be as determined by the Nomination and Remuneration Committee, which shall in no case be lesser than the face value of Shares of the Company and not higher than the Fair Market Value of Shares of the Company as on date of Grant
- b) For Grants made after Listing – Exercise Price shall be decided by the Committee and shall be lower of:
  - the average of the daily mid- opening and mid-closing price of the Shares of the Company, as quoted on the Recognised Stock Exchange, where the trading volume of Shares is higher, of each of the 90 trading days immediately prior to the Grant Date; or
  - the closing price of the Equity Shares of the Company, as quoted on the Recognised Stock Exchange where the trading volume of Shares is higher, on the date immediately prior to the Grant Date.

The Exercise Price shall be communicated to the Option Grantee in the Letter of Grant.

**Exercise period and process of exercise**

The Exercise Period for Options Vested under ESOP 2025 shall be decided by the NRC and would be between 12 months to 36 months from the Vesting Date. The exact Exercise Period shall be communicated to the Option Grantee through the Letter of Grant.

Subject to terms of ESOP 2025 and subject to Applicable Laws, an Option Grantee/Beneficiary/Nominee can Exercise Vested Options only within the exercise period and only by applying to the Trust or Company during the Exercise Period, by way of an exercise application and upon payment of the Exercise Price and applicable Taxes, if any.

In compliance with the provisions of the Act and the Rules framed thereunder, the Equity Shares will be allotted only upon receipt of Exercise Price from the Option Grantee/Beneficiary/Nominee upon Exercise of Options.

If an Option expires, lapses, gets cancelled, surrendered or becomes un-exercisable due to any reason/s, it shall be brought back to the Option Pool and may be granted at the discretion of the NRC to any other Eligible Employee subject to compliance with the provisions of Applicable Law.

### **The appraisal process for determining the eligibility of employees for the Scheme**

The appraisal process for determining the eligibility of the Eligible Employee will be determined by the NRC from time to time and will be based on criteria which shall inter alia include the career level of Eligible Employee, length of service, performance record, merit of the Eligible Employee, future potential contribution by the Eligible Employee and/or by any such criteria that may be determined by the NRC from time to time.

### **Maximum number of ESOP to be issued per employee and in aggregate under the Scheme**

The maximum number of Options that shall be granted to any specific Eligible Employee of the Company under this Plan, in any financial year shall not exceed 6,00,000 units.

The maximum number of Options that shall be granted to any specific Eligible Employee(s) of the Company under the ESOP 2025, in any financial year shall not be equal to or exceed 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company, if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

The total number of Options to be granted under ESOP 2025 in aggregate shall not exceed the Option Pool.

### **Maximum quantum of benefits to be provided per employee under the Scheme**

Apart from the grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2025.

### **Whether the Scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme is to be implemented and administered through a Trust

### **Whether the ESOP 2025 involves new issue of Shares by the Company or secondary acquisition by the trust or both**

The Scheme involves Secondary acquisition from the market. The total ESOP pool shall be 57,00,000 equity shares under which the Trust will acquire 100% quantity of Shares by the way of Secondary Acquisition, with the prescribed limits of SEBI (SBEB & SE) Regulations, 2021.

***The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.***

Subject to approval of shareholder through special resolution, the Company will grant loan, provide guarantee or security in connection with an interest free loan/financial assistance, in one or more tranches, to the Trust for an amount not exceeding limits prescribed under the Companies Act, with a view to enable the Trust to subscribe and/or purchase Shares for the purpose and in connection with the implementation of Plan. The aforesaid fund would be availed, upon exhaustion of free and utilizable funds (net of any outstanding liabilities and administrative expenses of the Trust), as permitted under Applicable Law and available with the Trust.

**Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purposes of the ESOP 2025**

The Trust shall acquire the Shares subject to the limits as prescribed under SEBI SBEB Regulation from time to time. The total number of Shares under Secondary Acquisition held by the Trust in pursuance to the Scheme or any other share based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (Five) percent of the Paid-up Equity Capital of the Company as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such Secondary Acquisition in due compliance with the provisions of the SEBI SBEB Regulations, as amended from time to time. The secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI SBEB Regulations, as amended from time to time.

**A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of SBEB Regulations**

It is hereby confirmed that the Company shall comply with the disclosures and accounting policies prescribed under the SBEB Regulations.

**The method which the Company shall use to value its Options**

The Company shall adopt the intrinsic value method or any other method as per applicable Accounting Standards or any other relevant Accounting Standards/Guidance Note prescribed by the Institute of Chartered Accountants of India or any other regulations as may be applicable for the Company from time to time for valuation of Options.

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report

**Period of lock-in**

There shall be no additional lock-in period for the shares allotted upon exercise of Options unless the NRC decides otherwise.

**Terms & conditions for buyback, if any, of specified securities covered under SEBI regulations**

This is not contemplated under the ESOP 2025.

A draft copy of the ESOP 2025 is available for inspection as per details mentioned in the Notice.

The Board of Directors of the Company recommends the special resolutions as set out at Item Nos. 1 and 2 of the Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of the Notice except to the extent of the Options which may be granted to them ESOP 2025 and except to the extent of their shareholding in the Company.

**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: 18<sup>th</sup> April 2025  
Place: Gurugram