

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 Monday, the 28th day of April 2025, at 10.15 am (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 8th Floor, Unit No. 808-814, Ambadeep Building, Kasturba Gandhi Marg, Connaught Place, New Delhi- 110001.

SPECIAL BUSINESS:

1. **PERIOD OF OFFICE OF MR K SATYANARAYANA RAJU (DIN- 08607009) AS DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Company in their Annual General Meeting held on 8th August 2024, consent of the members be and is hereby accorded that the period of office of Mr Satyanarayana Raju Kalidindi (DIN – 08607009) as Director of the Company, shall be liable to determination by retirement of directors by rotation till the time twelfth director is appointed on the Board of the Company, and immediately upon appointment of the twelfth director on the Board, the period of office of Mr Satyanarayana Raju Kalidindi shall not be liable to retiring by rotation, without any further action to be taken in this regard."

By Order of the Board
For Canara HSBC Life Insurance Company Limited



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

Date: 28th 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 8th April 2020, General Circular no.17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular no. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular no. 10/2021 dated 23rd June 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 and General Circular no. 9/2024 dated 19th 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.
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 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.
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) and Central Depository Services (India) Ltd (CDSL) 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 by the majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid up share capital of the company as gives a right to vote at the Meeting.
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 and jasneet.dhingra@canarahsbclife.in.
11. The facility for joining the meeting through VC/ OAVM will be opened at 10:00 am 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 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.
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 item no. 1 in the accompanying notice of extraordinary general meeting of the Company:

Item No.1 : Period of office of Mr K Satyanarayana Raju (DIN- 08607009) as director of the Company

Mr K Satyanarayana Raju is the Chairman of the Board of the Company and in terms of the requirements of the Articles of Association of the Company, his office is not liable to retire by rotation.

Currently, the Company has 11 directors on Board which includes 2 Canara Bank directors, 2 HSBC Insurance (Asia-Pacific) Holdings Limited, 6 Independent Directors and 1 Managing Director. These 6 independent directors cannot be liable to retire by rotation.

As per Companies Act, of the remaining 5 directors, 2/3rd need to be liable to retire by rotation, i.e. 4, but currently, the Company only has 3 directors who are liable to retire by rotation – Mr Debashish Mukherjee, Mr Amitabh Nevatia and Mr Anuj Mathur. Mr K Satyanarayana Raju and Mr Edward Moncreiffe are non-retiring.

In order to comply with the provision of Companies Act, it has been advised to change position of one director to rotational, from non-rotational subject to approval of shareholders at a general meeting, before the DRHP filing, so as to be compliant with the Companies Act as at the date of DRHP filing.

Accordingly, it is proposed to determine period of office of Mr K Satyanarayana Raju (DIN- 08607009) as director of the Company to be liable to retire by rotation till the time twelfth director is appointed on the Board, post which the office of Mr Raju will not be liable to rotation, without any further action to be taken.

The Board recommends the Ordinary resolution set out at item no. 1 of the Notice for approval by the shareholders.

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 & Compliance Officer
(Membership no. A14813)**

R/o: B-903, Media Society,
Sector 7, Plot no.18A,
Dwarka, New Delhi – 110 075

Date: 28th April 2025
Place: Gurugram