

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 (formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited) (the 'Company') will be held on Monday, the 20th day of November 2023, at 5.45 pm (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS(ES):

1. RE-APPOINTMENT OF MR ANUJ DAYAL MATHUR (DIN: 00584057) AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 and of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable rules made thereunder and in line with the applicable Regulations and Guidelines of Insurance Regulatory and Development Authority of India (IRDAI) and applicable provisions of the Articles of Association of the Company, and subject to any other applicable laws/ regulations for the time being in force and as per the recommendation of the Nomination and Remuneration Committee and Board, subject to the approval of the IRDAI, the consent of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr Anuj Dayal Mathur (DIN: 00584057) as Managing Director & Chief Executive Officer of the Company, who shall be liable to retire by rotation, for a further period of three years with effect from 1st July 2024 to 30th June 2027, on the current remuneration already approved by the Board in the format of Form C circulated along with the Notice, including the following :

Particulars	Amount in ₹ p.a.
Salary	1,19,41,557
House Rent Allowance	59,70,779
Other Allowances	1,24,07,627
Provident Fund	14,32,987
Gratuity	5,74,389

RESOLVED FURTHER THAT post implementation of the IRDAI (Remuneration of Key Managerial Persons of Insurers) Guidelines, 2023, proposal for revision of remuneration of Mr Anuj Dayal Mathur be placed for approval of the Nomination & Remuneration Committee and the Board in accordance with the applicable provisions of the Guidelines and the remuneration framework/ schemes formed thereunder, subject to the approval of the IRDAI.

RESOLVED FURTHER THAT the Company Secretary and the Chief Compliance Officer of the of the Company be and are hereby authorized severally, on behalf of the Company, to do all acts, deeds, matters and things and execute all documents, applications and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including making all regulatory filings and intimations and to comply with all other requirements in this regard."

2. APPOINTMENT OF DR KISHORE KUMAR SANSI (DIN: 07183950) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of sections 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and Companies (Appointment and Qualifications of Director) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as per the Directors’ and KMP Policy of the Company, Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board, Dr Kishore Kumar Sansi (DIN: 07183950), who was appointed as an additional director in the category of Non-Executive Independent Director of the Company with effect from 27th October 2023 and who has submitted a declaration that he meets the criteria of independence as provided in the Act 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, be and is hereby appointed as an independent director of the Company with effect from 27th October 2023 to hold office for a term of three consecutive years, i.e. upto 26th October 2026, whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary and Managing Director & Chief Executive Officer of the Company be and are hereby severally and jointly 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.”

3. APPOINTMENT OF MR SUPRATIM BANDYOPADHYAY (DIN: 03558215) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of sections 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and Companies (Appointment and Qualifications of Director) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as per the Directors’ and KMP Policy of the Company, Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board, Mr Supratim Bandyopadhyay (DIN : 03558215), who has submitted a declaration that he meets the criteria of independence as provided in the Act 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, be and is hereby appointed as an independent director of the Company with effect from 28th November 2023 to hold office for a term of three consecutive years, i.e. upto 27th November 2026, whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary and Managing Director & Chief Executive Officer of the Company be and are hereby severally and jointly 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.”

4. RE-APPOINTMENT OF MS GEETA MATHUR (DIN – 02139552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, read with schedule IV of the Companies Act, 2013 (the ‘Act’), and Companies (Appointment and Qualifications of Director) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as per the Directors’ and KMP Policy of the Company, Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board, Ms Geeta Mathur (DIN – 02139552), who was appointed as an Independent Director of the Company for a term of three consecutive years upto 16th December, 2023 and who being eligible for re-appointment as an Independent Director has given her consent to act as director of the Company and has submitted a declaration that she meets the criteria of independence as provided in the Act be and is hereby re-appointed as an independent director of the Company with effect from 17th December 2023 to hold office for a term of three consecutive years, i.e. upto 16th December 2026, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Company Secretary and Managing Director & Chief Executive Officer of the Company be and are hereby severally and jointly 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**



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

Date: 20th November 2023
Place: Bengaluru

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. 22/2020 dated 15th June 2020, General Circular no. 33/2023 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular no. 10/2021 dated 23rd June 2021, General Circular no. 20/2021 dated 08th December 2021, General Circular no. 3/2022 dated 05th May 2022, General Circular no. 11/2022 dated 28th December, 2022 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 circular no. 10/2021 dated 23rd June 2021 and General Circular no. 20/2021 dated 8th December 2021 issued by the MCA, 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 nos. 1, 2, 3 and 4 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) 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 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 nupur.sharma@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 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.
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. 1,2,3 and 4 in the accompanying notice of extraordinary general meeting of the Company:

Item no. 1

The members of the Company are requested to note that the Board of Directors and Shareholders of the Company had in their meetings held on 17th December 2020 and 18th December 2020, respectively, had appointed Mr Anuj Dayal Mathur as the Managing Director & Chief Executive Officer (MD & CEO) of the Company with effect from 1st July 2021 for a period of three years. The IRDAI had also approved the same.

The current term of appointment of MD & CEO is scheduled to complete on 30th June 2024 and in accordance with an IRDAI circular, the Company is required to file an application with the IRDAI for approval, at least six months prior to the date of conclusion of current term.

The Nomination & Remuneration Committee (NRC), in its meeting held on 20th November 2023, considered the candidature of Mr Mathur for re-appointment as the Managing Director & Chief Executive Officer. Keeping in view his achievements and contributions over the past nine years, the NRC has recommended his re-appointment to the Board, for a further period of three years with effect from 1st July 2024 to 30th June 2027, on the same remuneration as circulated along with the Notice.

The Company is in the process of implementing the provisions of the new IRDAI Remuneration Guidelines, for the financial year 2023-24, which stipulate new conditions around variable pay and non-cash component therein. Therefore, the current re-appointment is being proposed on current terms. Once the revised remuneration structure for Key Managerial Persons under the Guidelines is finalised, the revised remuneration terms of Mr Anuj Mathur will be placed for approval of the NRC and the Board. Therefore, the current remuneration terms will be applicable till such time the new remuneration structure is finalised by the Board in accordance with the IRDAI Remuneration Guidelines.

Based on the recommendation of the NRC, the Board has also approved the proposal, and recommended the same for approval of the shareholders. The proposal is also subject to approval of IRDAI.

The provisions relating to appointment/ re-appointment of Managing Director & Chief Executive Officer are regulated by Insurance Act, 1938, IRDAI Corporate Governance Guidelines and the Guidelines on Remuneration of Non-Executive Directors & MD/ CEO/ WTD of Insurers issued by IRDAI.

The resolution with regard to the re-appointment of Mr Anuj Mathur for a period of three years is hence being placed before the members for approval. The Board recommends special resolution set out at item no. 1 of the Notice for approval by the members.

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 Mathur are as follows:

Age	52 Years	
Qualification	CA, CS and ICWA (Fellow member of ICAI & ICSI, Associate member of ICWAI), B.Com (Hons)	
Experience	<ul style="list-style-type: none"> - Having over 29 years of experience. - Handled multiple roles within the finance function - controllership, treasury, audit, financial planning and analysis, and business unit finance. - Instrumental in setting up the risk and governance framework with Risk Management and Strategy, in addition to CFO responsibilities at Canara HSBC Life Insurance Company Limited - An intricate working knowledge of the business with an insight into the working of the Board, its committees and myriad regulatory priorities. - Strong knowledge of bancassurance model and conviction of the key success factors. 	
Terms and Conditions of appointment/re-appointment	Mr Mathur shall be appointed as a MD&CEO of the Company, liable to retire by rotation.	
Remuneration sought to be paid and last drawn, if applicable	Particulars	Amount in ₹ p.a.
	Salary	1,19,41,557
	House Rent Allowance	59,70,779
	Other Allowances	1,24,07,627
	Provident Fund	14,32,987
	Gratuity	5,74,389
Date of first appointment on the Board	1 st July 2015	
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)	5	
Other Directorships, membership/chairmanship of Committees of other Board	NIL	

Except Mr Anuj Mathur and his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding.

Item no. 2

In accordance with the provisions of Companies Act, 2013 and IRDAI Corporate Governance Guidelines ('Guidelines') the Company is required to appoint four independent directors on its Board.

Mr J P Dua ceased to be an independent director of the Company in October 2023, having completed his term as an independent director of the Company. Therefore, the Company is required to appoint an independent director in place of Mr J P Dua. The independent director so appointed shall not be liable to retire by rotation, as per the provisions of the Companies Act, 2013 ("the Act").

In their meetings held on 20th October 2023, the Nomination & Remuneration Committee and the Board, appointed Dr Kishore Kumar Sansi, as an additional director in the category of Non-Executive Independent Director of the Company with effect from 27th October 2023 for a term of 3 (three) years upto 26th October 2026 and has recommended the same for approval of the members.

The Company has received notice in writing under section 160 of the Act, proposing candidature of Dr Sansi, for office of Independent director of the Company.

Dr Kishore Kumar Sansi has also submitted the following declarations/ disclosures :

- Declaration that he is not disqualified from being appointed as director in terms of section 164 of the Act
- Consent to act as director of the Company in Form DIR-2
- Declaration of Fit&Proper Criteria
- Declaration that he meets the criteria of independence as prescribed under section 149(6) of the Act.

It is proposed to appoint Dr Sansi as an independent director on the Board of the Company pursuant to the provisions of section 149 and 152(2) of the Companies Act, 2013, along with schedule IV of the Act, with effect from 27th October 2023 upto 26th October 2026, who shall not be liable to retire by rotation.

The Board has ensured that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Dr Sansi has registered himself with the databank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Copy of the draft letter for appointment of Dr Sansi as independent director setting out the terms and conditions is available for inspection by members in electronic form during the business hours at the EGM and will also be posted on the Company's website.

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

Age	66 Years
Qualification	M.Sc (Physics), M.Tech (Computer Science)
Experience	Has held the following positions in the past : <ul style="list-style-type: none"> - MD & CEO of Vijaya Bank - Executive Director of Punjab & Sind Bank - General Manager of Oriental Bank Of Commerce - Currently associated with few organizations as Independent Director.
Terms and Conditions of appointment/re-appointment	Dr Sansi shall be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.
Remuneration sought to be paid and last drawn, if applicable	Nil except for sitting fee
Date of first appointment on the Board	27 th October 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)	1
Other Directorships, membership/chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1. IKIO Lighting Limited 2. Royalux Exports Private Limited 3. Prayatna Microfinance Limited 4. Laxmi India Finance Private Limited 5. UTI Infrastructure Technology and Services Limited 6. Reserve Bank Information Technology Private Limited 7. National Financial Holdings Company Limited 8. UV Asset Reconstruction Company Limited 9. Spartan Finvoyance Private Limited

Dr Sansi and his relatives may be deemed to be concerned or interested in this resolution.

None of the other directors/ key managerial personnel of the Company/ their relatives are except as mentioned above, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special resolution set out at item no. 2 of the Notice for approval by the shareholders.

Item no. 3

In accordance with the provisions of Companies Act, 2013 and IRDAI Corporate Governance Guidelines ('Guidelines') the Company is required to appoint four independent directors on its Board.

Mr Thomas Mathew T will be completing his tenure as an independent director of the Company in November 2023, having completed his two terms as an independent director of the Company. Therefore, the Company is required to appoint an independent director in place of Mr Thomas Mathew T. The independent director so appointed shall not be liable to retire by rotation, as per the provisions of the Companies Act, 2013 ("the Act").

Keeping in view the above requirement, the Board of Directors of the Company has also approved and recommended the appointment of Mr Supratim Bandyopadhyay as an independent director of the Company for a term of 3 (three) years with effect from 28th November 2023 upto 27th November 2026.

The Company has received notice in writing under section 160 of the Act, from Mr Supratim Bandyopadhyay proposing his candidature for the office of Independent director of the Company.

Mr Bandyopadhyay has also submitted the following declarations/ disclosures :

- Declaration that he is not disqualified from being appointed as director in terms of section 164 of the Act
- Consent to act as director of the Company in Form DIR-2
- Declaration of Fit&Proper Criteria
- Declaration that he meets the criteria of independence as prescribed under section 149(6) of the Act.

It is proposed to appoint Mr Bandyopadhyay as an independent director on the Board of the Company pursuant to the provisions of section 149 and 152(2) of the Companies Act, 2013, along with schedule IV of the Act, with effect from 28th November 2023 upto 27th November 2026, who shall not be liable to retire by rotation.

The Board has ensured that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Mr Bandyopadhyay has registered himself with the databank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Copy of the draft letter for appointment of Mr Bandyopadhyay as independent director setting out the terms and conditions is available for inspection by members in electronic form during the business hours at the EGM and will also be posted on the Company's website.

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 Bandyopadhyay are as follows:

Age	65 Years
Qualification	B.Sc, A.CA

Experience	Mr Supratim Bandyopadhyay had a long stint of eight years as head of treasury, equity and debt operations in LIC, managing the risk and optimizing the return. Thereafter, he had a chance of heading LIC Pension Fund as MD & CEO for almost 4 years. Mr Bandyopadhyay worked for 5 years with PFRDA. Initially for two years as Member (Finance) and then 3 years as Chairman, retiring in January 2023.
Terms and Conditions of appointment/re-appointment	Mr Bandyopadhyay shall be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.
Remuneration sought to be paid and last drawn, if applicable	Nil except sitting fee
Date of first appointment on the Board	20 th November 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)	Nil
Other Directorships, membership/chairmanship of Committees of other Board	Aditya Birla Sun Life AMC Limited

Mr Bandyopadhyay and his relatives may be deemed to be concerned or interested in this resolution.

None of the other directors/ key managerial personnel of the Company/ their relatives are except as mentioned above, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special resolution set out at item no. 3 of the Notice for approval by the shareholders.

Item no. 4

The Board in its meeting held on 17th December 2020 appointed Ms Geeta Mathur, as independent director of the Company for a term of three years, upto 16th December 2023.

As per the requirements of the Directors' & KMP Policy of the Company, an Independent Director shall hold office for a term of three consecutive years on the Board of the Company and will be eligible for re-appointment for one more term on approval of the members vide passing of a special resolution.

Given her contribution as an independent director over the past three years, the Board members in its meeting held on 20th November 2023, on the recommendation of Nomination & Remuneration Committee ('NRC'), approved and recommended the re-appointment of Ms Geeta Mathur to the Shareholders of the Company, as an independent director of the Company for another term of three consecutive years, with effect from 17th December 2023, upto 16th December 2026.

Canara HSBC Life Insurance Company Limited (formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited)
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

Ms Geeta Mathur has also submitted the following declarations/ disclosures :

- Declaration that she is not disqualified from being appointed as director in terms of section 164 of the Act
- Consent to act as director of the Company in Form DIR-2
- Declaration of Fit&Proper Criteria
- Declaration that she meets the criteria of independence as prescribed under section 149(6) of the Act.

It is proposed to re-appoint Ms Geeta Mathur as an independent director on the Board of the Company pursuant to sections 149 and 152(2), along with schedule IV of the Act, with effect from 17th December 2023, upto 16th December 2026.

As per the provisions of the Companies Act, 2013, Ms Geeta Mathur shall not be liable to retire by rotation.

The Board has ensured that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Copy of the draft letter for appointment of Ms Geeta Mathur as an independent director setting out the terms and conditions is available for inspection by members in electronic form during the business hours at the EGM and will also be posted on the Company's website.

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

Age	56 Years
Qualification	B.com(hons) , Chartered Accountant
Experience	Ms Geeta Mathur is a chartered accountant, with over 33 years of experience in banks and corporates as well as an independent director in various companies. She has managed risk management, finance and treasury departments in large organizations and has built and led high performing teams and helped formulate risk mitigated growth strategies. She transitioned to the development sector as Chief Financial Officer of Helpage India. She has also won several awards for presentation and transparency in Financial Statements. She leverages her senior leadership experience on boards of large organizations across manufacturing and service sector such as M/s Motherson Sumi Wiring India Limited, NIIT Limited, Info Edge (India) Limited and 360 ONE Asset Management Limited etc.
Terms and Conditions of appointment/re-appointment	Ms Mathur shall be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.
Remuneration sought to be paid and last drawn, if applicable	Nil except for sitting fee
Date of first appointment on the Board	17 th December 2020

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)	5
Date of first appointment on the Board	17 th December 2020
Other Directorships, membership/chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1. NIIT Limited 2. IIFL Finance Limited 3. Info Edge (India) Limited 4. Ummed Housing Finance Private Limited 5. Sentiss Pharma Private Limited 6. IPE Global Centre for Knowledge and Development (Section 25 company) 7. Onmobile Global Limited 8. HealthCare Global Enterprises Limited 9. Motherson Sumi Wiring India Limited 10. 360 One Wam Limited (Previously known as IIFL Wealth Management Limited) 11. Hero Housing Finance Limited 12. 360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)

Ms Geeta Mathur and her relatives may be deemed to be concerned or interested in this resolution.

Except Ms Mathur and her relatives none of the other directors/ key managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding.

The Board recommends the Special resolution set out at item no. 4 of the Notice for approval by the shareholders.

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: 20th November 2023
Place: Bengaluru