

Transcript of the Extraordinary General Meeting held on Monday, 28th April 2025 of Canara HSBC Life Insurance Company Limited (the 'Company') held at shorter notice commenced at 10.15 A.M. IST and concluded at 10.30 A.M. IST through Video Conference (VC)/ Other Audio Visual Means (OAVM)

Ms Vatsala Sameer, Company Secretary welcomed the members and other participants to the Extraordinary General Meeting (EGM) of the Company being held through video conferencing (VC).

Mr K Satyanarayana Raju, Chairman of the Board, being interested in the Agenda item no. 1 restrained from being the Chair of the EGM.

The directors present unanimously elected Mr Debashish Mukherjee as the Chairman for the purpose of this meeting, by show of hands.

Mr Debashish Mukherjee welcomed all the members and other participants present at the EGM of the Company, convened at a shorter notice.

The Company Secretary informed the members that all Directors were present except Mr Edward Moncreiffe who could not attend the meeting due to other pre-occupations.

Ms Geeta Mathur and Mr Supratim Bandyopadhyay, Chairpersons of the Audit Committee and Nomination and Remuneration Committee, respectively, were also present to answer the queries of members, if any.

The authorised representative of M/s Brahmayya & Co. and M/s Bhatia & Bhatia, Joint statutory auditors and M/s Chandrasekaran & Associates, Secretarial Auditors of the Company of the Company were also present through video conferencing.

The Company Secretary informed that the meeting is being held through video conferencing facility in line 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, and in compliance with the provisions of Companies Act, 2013 (the 'Act') and rules made thereunder, and Secretarial Standards issued by the Institute of Company Secretaries of India.

The Company Secretary further informed that only the unavoidable business item were taken in this EGM in compliance with MCA circulars.

The Chairman satisfied himself that all possible efforts were taken by the Company to enable members to participate and vote on the item being considered in this meeting being held through video conferencing.

The Company Secretary informed that the consent letters were received from the shareholders for convening this EGM as per the provisions contained under Section 100 and 101(1) of the Act and rules made thereunder.

Quorum

Members present through video conferencing: 5 (five).

The Company Secretary mentioned that in terms of MCA circulars, attendance of members through video conferencing or other audio-visual means shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. She confirmed that the requisite quorum as per the Act was present.

Thereafter, the Chairman called the meeting to order.

Registers/ documents for inspection

The Company Secretary informed the members that the Register of Directors and Key Managerial Personnel, and their shareholdings maintained under section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested along with the other documents as mentioned in the notice and explanatory statement have been kept open for inspection for the members of the Company in electronic form.

With the permission of the members present, the notice calling the EGM was taken as read.

The Chairman explained the objective and implications of the resolution proposed to be passed in this meeting and enquired from the members present whether they have any questions or require any clarifications on any proposed item of business, to which members clarified that the proposed item is clear and requires no further explanations/ clarifications.

Thereafter, the business as per the notice of EGM was taken up.

SPECIAL BUSINESS:

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

Ms S Kanimozhi proposed 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.”

The above resolution was seconded by Mr Debashish Mukherjee.

The above resolution was put to vote by show of hands and was passed unanimously as an Ordinary Resolution.

The Company Secretary informed that the agenda item of the EGM notice was transacted and unanimously approved by the members present at the EGM. The requisite quorum was present throughout the meeting.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair.