

Transcript of the Extraordinary General Meeting held on Friday, 3rd June 2022 of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited (the 'Company') held at shorter notice commenced at 12.00 Noon IST and concluded at 12.15 P.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' or 'the meeting') of the Company.

Mr L V Prabhakar, Chairman of the Company, chaired the meeting and welcomed the members and other participants present at the EGM of the Company, convened at a shorter notice.

The Chairman informed the members that all the Directors were present except Mr Arun Shrivastava, Mr Thomas Mathew T, Mr Ranjan Bhattacharya and Mr Eric Emore who could not attend the meeting due to other pre-occupations.

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

The Chairman informed that the authorised representatives from M/s Batra Deepak & Associates, Joint Statutory Auditors of the Company were not able to attend the meeting due to other pre-occupations.

The Company Secretary informed that the meeting is being held through video conferencing facility in line with the 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. 33/2020, 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 8th December 2021 and General Circular no. 3/2022, dated 5th May 2022 issued by Ministry of Corporate Affairs (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 Chairman informed that he has satisfied himself that all possible efforts were taken by the Company to enable members to participate and vote on the items 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: 8 (Eight), representing 100% of the paid-up share capital of the Company.

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 then called the meeting to order.

Registers/ documents for inspection

The Company Secretary informed the members that the statutory registers 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 resolutions proposed to be passed in this meeting and enquired from the members present whether they have any questions or require any clarifications on 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. CHANGE IN NAME OF THE COMPANY INCLUDING ALTERATION IN MEMORANDUM OF ASSOCIATION (MOA) AND ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

Mr U S Majumder proposed the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the recommendation of the Board, and pursuant to provisions of section 4(4), section 13 of the Companies Act, 2013 (the ‘Act’) read with Rule 29 of the Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), pursuant to the Articles of Association of the Company, subject to approval of the Registrar of Companies and the Insurance Regulatory and Development Authority of India (IRDAI), if required, the consent of the shareholders of the Company be and is hereby accorded, to change the name of the Company from ‘Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited’ to **‘Canara HSBC Life Insurance Company Limited’** as approved by Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT in accordance with the recommendation of the Board and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, Clause I of the Memorandum of Association of the Company be substituted with the following:

The name of the Company is ‘Canara HSBC Life Insurance Company Limited’.

RESOLVED FURTHER THAT in accordance with the recommendation of the Board and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, the name ‘Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited’ wherever appearing in the Articles of Association of the Company be substituted by the new name of the Company, ‘Canara HSBC Life Insurance Company Limited’.

RESOLVED FURTHER THAT the Board of Directors 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.”

The resolution was seconded by Mr Alistair Chamberlain.

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

The Company Secretary informed that all the agenda items of the notice of EGM were transacted and unanimously approved by the members present at this EGM. Quorum was present throughout the meeting. The transcript of this meeting will be available on the website on the Company.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair. The quorum was present throughout the meeting.

Disclaimer: Please note that this transcript has been edited for the purpose of clarity and better reading.