

Transcript of the Extraordinary General Meeting held on Friday 27th NOVEMBER 2020 of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited (the 'Company') held at shorter notice commenced at 5.00 P.M. IST and concluded at 5.15 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.

The Company Secretary informed the members that Mr L V Prabhakar, Chairman of the Company, is unable to attend the meeting due to other pre-occupations and therefore, in his absence, the members present, elected Mr Debashish Mukherjee as the Chairman for the purpose of this meeting, by show of hands.

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

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. 20/2020 dated 5th May 2020, general circular no. 22/2020 dated 15th June, 2020 and general circular no. 33/2020 dated 28th September, 2020 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.

Further, the members confirmed that they are able to see and hear other members properly, through the video conferencing facility and also that there is no other person present, other than the individual himself.

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: 6 (Six).

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 who had sent the inspection request in the manner provided in the EGM notice.

The Chairman informed the members that the Directors of the Company were present except Mr L V Prabhakar, Ms A Manimekhalai, Mr L V R Prasad, Mr Thomas Mathew T, Dr T T Ram Mohan and Mr J P Dua who had expressed their inability to attend the meeting due to their other pre-occupations.

The authorised representative of M/s M Bhaskara Rao & Co., Joint statutory auditors were also present through video conferencing.

The Chairman informed that authorised representatives from M/s Batra Deepak & Associates, Joint statutory auditors and M/s Chandrasekaran and Associates, Secretarial Auditors of the Company were not able to attend the meeting.

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 any proposed item of business, to which members clarified that the proposed items are clear and requires no further explanations/ clarifications.

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

1. APPOINTMENT OF MR JOGINDER PAL DUA (DIN: 02374358) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr Debashish Mukherjee proposed the following resolution for appointment of Mr Joginder Pal Dua as 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 and on the recommendation of Nomination and Remuneration Committee and Board, Mr Joginder Pal Dua (DIN: 02374358), who was appointed as an additional director in the capacity of independent director of the Company with effect from 27th October, 2020 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 2020 to hold office for a term of three consecutive years, i.e. upto 26th October 2023, 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.”

The resolution was seconded by Mr Alistair John Chamberlain.

The above resolution was put to vote by show of hands and was passed unanimously.

2. RE-APPOINTMENT OF MR THOMAS MATHEW T (DIN – 00130282) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr S K Majumdar proposed the following resolution for re-appointment of Mr Thomas Mathew T as 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 and on the recommendation of the Nomination and Remuneration Committee and Board, Mr Thomas Mathew T (DIN – 00130282), 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 Independent Director, be and is hereby re-appointed as an independent director of the Company with effect from 28th November 2020 to hold office for a term of three consecutive years, i.e. upto 27th November 2023, 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.”

The resolution was seconded by Mr Sandeep Chaudhary.

The above resolution was put to vote by show of hands and was passed unanimously.

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.