

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 16TH MARCH 2015 AT GURGAON

APPOINTMENT OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Appointment of Chief Executive Officer & Whole-time Director

“RESOLVED THAT as recommended by the Nomination and Remuneration Committee of the Company, pursuant to section 161(1) and other provisions of the Companies Act, 2013, as applicable and rules formed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 45 of the Articles of Association of the Company, approval of the Board be and is hereby accorded for the appointment of Mr Anuj Dayal Mathur (DIN - 00584057) as an additional director with effect from 1st July 2015, on the Board of the Company to hold office up to the date of annual general meeting to be held subsequent to the effective date of his appointment.

RESOLVED FURTHER THAT as recommended by the Nomination and Remuneration Committee, pursuant to the provisions of section 34A of the Insurance Act, 1938, section 203 and other applicable provisions of the Companies Act, 2013, if any, the Articles of Association of the Company, and subject to the approval of shareholders of the Company at their extraordinary general meeting and the Insurance Regulatory and Development Authority of India (IRDAI), Mr Anuj Dayal Mathur (DIN - 00584057) be and is hereby appointed as Chief Executive Officer and Whole-time Director (CEO & WTD) of the Company, for a period of three years with effect from 1st July 2015, or date of IRDAI approval, whichever is later.

RESOLVED FURTHER THAT Mr Anuj Dayal Mathur (DIN - 00584057) be and is hereby authorised to exercise the powers delegated by the Board to the CEO & WTD vide the ‘Delegated Authorities’ document approved by the Board in its meeting held on 17th December 2007 and as amended by the Board from time to time, with effect from the effective date of his appointment as CEO & WTD.

RESOLVED FURTHER THAT as recommended by the Nomination and Remuneration Committee, pursuant to the provisions of section 34A of the Insurance Act, 1938 and applicable provisions of the Companies Act, 2013, if any, subject to the approval of shareholders of the Company at their extraordinary general meeting and the Insurance Regulatory and Development Authority of India (IRDAI), Mr Anuj Dayal Mathur (DIN - 00584057) be paid remuneration as per details tabled at the meeting and initialed by the Chairman for the purpose of identification, with effect from the effective date of his appointment as CEO & WTD.

RESOLVED FURTHER THAT as recommended by the Nomination and Remuneration Committee, pursuant to the applicable provisions of the Insurance Act, 1938 and Companies Act, 2013, if any, and subject to the approval of shareholders of the Company at their extraordinary general meeting and the Insurance Regulatory and Development Authority of India (IRDAI), with effect from 1st July 2015, the Company will bear the fixed remuneration of the CEO & WTD to the extent of ` 1.2 crores only and the remaining portion of the fixed remuneration as well as the entire variable remuneration of the CEO & WTD will be borne by HSBC Insurance (Asia) Limited.



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RESOLVED FURTHER THAT subject to the approval of the shareholders, the Board of Directors of the Company be and is hereby authorised to carry out any modifications to the remuneration payable to Mr Anuj Mathur as may be directed by IRDAI.

RESOLVED FURTHER THAT the Company Secretary and Head – Compliance, Legal & Internal Audit of the Company be and are hereby jointly authorised to file the necessary application with IRDAI for seeking approval for appointment of and remuneration payable to Mr Anuj Mathur as CEO & WTD of the Company and to do all such acts, deeds and things as may be considered necessary in this regard.

RESOLVED FURTHER THAT subject to approval of the members as per section 101 of the Companies Act, 2013, an extraordinary general meeting (EGM) of the members of the Company as per draft notice circulated, be convened at shorter notice at 3.30 p.m. on Monday, 16th March 2015 at Mahagony Room, The Leela Ambience, Ambience Island, NH – 8, Gurgaon – 122 002 to transact the business as contained in the draft notice.

RESOLVED FURTHER THAT the notice convening the EGM of the members, as circulated with the agenda be and is hereby approved and the Company Secretary of the Company, be and is hereby authorised to issue the notice to members and others concerned in terms of section 101 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorised to file the necessary form(s), document(s) with the relevant authorities, including the Registrar of Companies and to perform all such acts, deeds and things as may be required to give effect to the aforesaid resolutions.”

Certified True Copy
For **Canara HSBC Life Insurance Company Limited**


Vatsala Sameer
Company Secretary

