

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 12TH FEBRUARY 2018 AT NEW DELHI

Re-appointment of Mr Anuj Dayal Mathur (DIN: 00584057) as Managing Director & Chief Executive Officer of the Company

“RESOLVED THAT pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to applicable Guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI) from time to time, pursuant to the applicable provisions of the Articles of Association of the Company, and pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members at their extraordinary general meeting and of the IRDAI, the Board hereby approves the re-appointment of Mr Anuj Dayal Mathur (DIN : 00584057) [earlier appointed as Chief Executive Officer & Whole-time Director for a period of three years from 1st July 2015], as Managing Director & Chief Executive Officer of the Company, for a further period of three years with effect from 1st July 2018 to 30th June 2021, on the current terms and conditions (including remuneration) as approved by the IRDAI.

RESOLVED FURTHER THAT the Company Secretary and Chief Compliance Officer, of the Company be and are hereby jointly and severally authorised to file the necessary application with IRDAI for seeking approval for re-appointment of Mr Anuj Mathur as Managing Director & Chief Executive Officer of the Company and to do all such acts, deeds and things as may be considered necessary in this regard.

RESOLVED FURTHER THAT upon his re-appointment as Managing Director & Chief Executive Officer, Mr Anuj Dayal Mathur (DIN - 00584057) shall continue to be authorised to exercise the powers delegated by the Board 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.

RESOLVED FURTHER THAT Mr Anuj Dayal Mathur shall continue to be member of the following Board level Committees with effect from 1st July 2018 onwards:



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- Risk Management Committee
- Corporate Social Responsibility Committee
- Investment Committee
- Policyholder Protection Committee.
- Share Allotment Committee”

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

Vatsala Sameer
Company Secretary

