

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 16TH MARCH 2015 AT GURGAON

APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND WHOLE-TIME DIRECTOR (CEO & WTD)

“**RESOLVED THAT** 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 the Insurance Regulatory and Development Authority of India (IRDAI), Mr Anuj Dayal Mathur (DIN - 00584057) be and is hereby appointed as Chief Executive Officer & 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 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 the Insurance Regulatory and Development Authority of India, Mr Anuj Dayal Mathur (DIN - 00584057) be paid remuneration as per details circulated along with notice convening the extraordinary general meeting, with effect from the effective date of his appointment as CEO & WTD.

RESOLVED FURTHER THAT subject to the approval of the Insurance Regulatory and Development Authority of India, 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.

RESOLVED FURTHER THAT 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.”

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



Vatsala Sameer,
Company Secretary