

NOTICE

Notice is hereby given that the 14th Annual General Meeting (“AGM”) of the members of Edelweiss Tokio Life Insurance Company Limited (“Company”) will be held on Thursday, August 24, 2023, at 12:00 noon (IST) through Video Conferencing or Other Audio-Visual Means (“VC/OAVM”) facility to transact the following businesses:

Ordinary Business:

- 1) To receive, consider and adopt the audited Financial Statements including the Profit and Loss Account, Receipts and Payments Accounts and the Balance Sheet of the company for the financial year ended March 31, 2023, together with the Reports of the Board, Management and Auditors thereon.
- 2) To appoint a Director in place of Mr. Deepak Mittal (DIN: 00010337) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Loo Chuan Tang (DIN: 07952948) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- 4) **Re-appointment of Mr. Subhrajit Mukhopadhyay (DIN: 08718219) as Executive Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, Guidelines issued by the Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, including any amendments, modifications, variations, or re-enactments thereof, the applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board and subject to approval of the IRDAI, Mr. Subhrajit Mukhopadhyay (DIN: 08718219) be and is hereby re-appointed as the Executive Director of the Company for a further term of 3 (three) years with effect from August 10, 2023, liable to retire by rotation, on such terms and conditions as may be recommended by the Nomination and Remuneration Committee and approved by the Board.”

Edelweiss Tokio Life Insurance Company Limited
CIN: U66010MH2009PLC197336

Registered & Corporate Office: 6th Floor, Tower 3, Wing 'B', Kohinoor City, Kirod Road, Kurla (W), Mumbai 400070
Toll Free No.: 1800 212 1212 | Board Line: +91 22 4088 6015 | Fax No.: +91 22 6117 7833
Email: care@edelweisstokio.in | www.edelweisstokio.in

5) **Appointment of Mr. Sunil Kakar (DIN: 03055561) as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per the applicable requirements of the Insurance Act, 1938, as amended from time to time, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board, **Mr. Sunil Kakar (DIN: 03055561)** who has been appointed as an Additional Director designated as Independent Director of the Company, has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2028.”

**For and on behalf of the Board
Edelweiss Tokio Life Insurance Company Limited**

**Ankur Chadha
Company Secretary
Membership No. A17086**

May 15, 2023

**Registered Office:
6th Floor, Tower 3, Wing B,
Kohinoor City, Kirol Road,
Kurla (West), Mumbai 400 070.
CIN: U66010MH2009PLC197336**

Notes: -

- 1) In respect of Special Business to be transacted, the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and relevant rules made thereunder read with applicable Secretarial Standard on General Meetings, in respect of a Director seeking appointment/re-appointment at the AGM, are annexed hereto.
- 2) The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No 19/2021 dated December 8, 2021, No 21/2021 dated December 14, 2021 and No. 10/2022 dated December 28, 2022 and any other Circular issued by the MCA from time to time (collectively known as “MCA Circulars”) has permitted the holding of the AGM through Video conferencing (“VC”) facility/other audio visual means (“OAVM”) without physical presence of the Members at the common venue.
- 3) Pursuant to the aforementioned MCA Circulars, since the AGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to edelweisstokio.secretarial@edelweisstokio.in before the commencement of the meeting.
- 4) The Company shall conduct the AGM through VC by using Microsoft Teams application (“MS Teams”) and the Members are requested to follow instructions as stated in this notice for participating in this AGM through MS Teams. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through MS Teams.
- 5) The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during

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the Meeting by sending an email to edelweisstokio.secretarial@edelweisstokio.in from their email addresses registered with the Company.

- 7) On the date of the meeting i.e., on August 24, 2023, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 11:45 a.m. to 12:15 p.m. and post that no person shall be able to join the meeting.
- 8) The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at edelweisstokio.secretarial@edelweisstokio.in. An access of such documents would be given to such Member. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to edelweisstokio.secretarial@edelweisstokio.in, by 6.00 PM (IST) on or before August 23, 2023 so that the requisite information/ explanations can be kept ready to be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- 9) In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- 10) During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the members shall cast their vote on the resolutions only by e-mail through its registered e-mail address on which they have received the AGM notice to edelweisstokio.secretarial@edelweisstokio.in. Poll papers along with the AGM Notice will be sent to the members and the members are requested to cast their vote on the proposed agenda matters as stated below in the notice convening the AGM during the meeting and send it to edelweisstokio.secretarial@edelweisstokio.in through your registered email address.

Example:

Item No.	Brief Description of Resolution	Type of Business and Resolution	No. of equity Shares for Which votes cast	For	Against
				I / We assent to the Resolution	I / We dissent to the Resolution
1	To receive, consider and adopt the audited Financial Statements including the Profit and Loss Account, Receipts and Payments Accounts and the Balance Sheet of the company for the financial year ended March 31, 2023, together with the Reports of the Board, Management and Auditors thereon.	Ordinary business - Ordinary resolution	10	√	X
2	To appoint a Director in place of Mr. Deepak Mittal (DIN: 00010337) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary business - Ordinary resolution	10	√	X
3	To appoint a Director in place of Mr. Loo Chuan Tang (DIN: 07952948) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary business - Ordinary resolution	10	√	X
4	Re-appointment of Mr. Subhrajit Mukhopadhyay (DIN: 08718219) as	Special business - Ordinary	10	√	X

	Executive Director of the Company	resolution			
5	Appointment of Mr. Sunil Kakar (DIN: 03055561) as an Independent Director of the Company	Special business - Ordinary resolution	10	√	X

- 11) Other instructions/information:
- Members are requested to address all communications through their registered e-mail id only.
 - This notice is also available on the website of the Company.
 - In case of any doubts or clarification, the members are requested to contact through an e-mail at edelweisstokio.secretarial@edelweisstokio.in.
- 12) Members are requested to promptly notify any change in their address or Email ID to the Company at: edelweisstokio.secretarial@edelweisstokio.in or at the registered office of the Company. Members who have not registered /updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number / DPID-Client ID and attaching a self-attested copy of PAN card, recent passport size photo (for individuals), address proof at edelweisstokio.secretarial@edelweisstokio.in.
- 13) The Deemed venue for 14th AGM shall be at the registered office of the Company.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH
VIDEO CONFERENCING**

- 1) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing us in advance via email at edelweisstokio.secretarial@edelweisstokio.in.
- 2) An invite of AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Microsoft Teams application.
- 3) For joining through laptop/desktops, the instructions are as follows:
 - a. Select 'Click here to join the meeting' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed wherein you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
 - b. If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
- 4) For joining through mobile phone/Tablet, the instructions are as follows:
 - a. For easy and efficient access of the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
 - b. If you have the app, select 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the app.
 - c. If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
- 5) It would be advisable to download and install the app before the meeting.

- 6) In case any member requires assistance for using the link before or during the meeting, you may contact Mr. Ankur Chadha, Company Secretary at +91 88617 66883.
- 7) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.
- 8) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.
- 9) Further, the facility of joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

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Annexure to the Notice dated May 15, 2023

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4:

Re-appointment of Mr. Subhrajit Mukhopadhyay (DIN: 08718219) as Executive Director of the Company

Mr. Subhrajit Mukhopadhyay was appointed as the Executive Director of the Company with effect from August 10, 2020, for a period of 3 years.

It is proposed to re-appoint Mr. Subhrajit Mukhopadhyay as Executive Director of the Company for a period of 3 (three) years with effect from August 10, 2023, subject to the approval of the Authority.

Mr. Mukhopadhyay has given his consent to act as a Director of the Company, if appointed, and has submitted the disclosures as required under the Companies Act, 2013 and the Rules framed thereunder along with the Corporate Governance Guidelines prescribed by the Authority.

Mr. Subhrajit Mukhopadhyay has around three decades of Life insurance experience covering wide ranging functions and possesses in-depth knowledge of current economic, legislation/regulatory trends. Mr. Mukhopadhyay has been involved with the profession as a marker and subsequently as an examiner and review examiner for last nine years and was a member of IRDAI working group for standardisation of products.

Given the background, experience and expertise and the contributions made by Mr. Subhrajit Mukhopadhyay during his present term as Executive Director of the Company, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, considers that the continued association of Mr. Subhrajit Mukhopadhyay would be beneficial to the Company. Hence, it is desirable to re-appoint him as Executive Director of the Company for a period of three (3) years with effect from August 10, 2023, subject to the approval of the Authority. The terms of his re-appointment shall be as recommended by the Nomination and Remuneration Committee and approved by the Board.

The Board, therefore, recommends for approval the Ordinary Resolution as set out in Item No. 4 of the Notice.

Except Mr. Subhrajit Mukhopadhyay, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this item of business.

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ITEM NO. 5:

Appointment of Mr. Sunil Kakar (DIN: 03055561) as an Independent Director of the Company

Mr. Sunil Kakar was appointed as an Additional Director (Independent Director) by the Board of Directors of the Company w.e.f. January 25, 2023. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules framed thereunder, Mr. Sunil Kakar holds office upto the date of the ensuing Annual General Meeting.

Mr. Sunil Kakar has given a declaration to the Company that he meets the criteria of Independence as prescribed under section 149(6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) rules, 2014.

Mr. Sunil Kakar has over 40 years of diversified financial services experience in Banking, Insurance and Non-banking industry. Mr. Kakar was Managing Director & CEO of IDFC Limited from July 2017 to September 2022. He joined IDFC Limited in 2011 as the Group Chief Financial Officer and was responsible for Finance & Accounts, Business Planning and Budgeting, Investor Relations, Resource Raising and Information Technology. He was also a member of IDFC Group's Management Committee. He then moved as Chief Financial Officer of IDFC Bank in October 2015 and was part of core leadership that transitioned the non-bank to a bank. He was a member of the Executive Committee of the IDFC Bank and led Strategic Planning & Budgeting, Finance & Accounts, and Investor Relations.

He started his career at Bank of America where he worked for 18 years in various roles, covering Business Planning & Financial Control, Branch Administration and Operations, Market Risk Management, Project Management, and Internal Controls. As a Chief Financial Officer from 1996 to 2001, Mr. Kakar spearheaded the Finance function at Bank of America in India.

After Bank of America, Mr. Kakar was the Chief Financial Officer at Max New York Life Insurance Company since 2001 to January 2011. As part of the start-up team in Max New York Life, Mr. Kakar was a key part of core group which led the successful development of the insurance business. He led numerous initiatives including Planning, Investments/Treasury, Finance and Accounting, Budgeting and MIS, Regulatory Reporting and Taxation.

Mr. Kakar holds an MBA in Finance from XLRI, Jamshedpur and a degree in engineering from IIT Kanpur.

The Board is of the view that the Company will benefit immensely from the appointment of Mr. Sunil Kakar as an Independent Director on the Board and, therefore, recommends for approval, the Ordinary Resolution as set out in Item No. 5 of the Notice.

Except Mr. Sunil Kakar, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested in this item of business.

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Details of Director seeking re-appointment/appointment at the AGM pursuant to provisions of the Companies Act, 2013 (the Act) & Secretarial Standards on General Meeting (SS 2)

<u>Name of the Director</u>	<u>Mr. Deepak Mittal</u>	<u>Mr. Loo Chuan Tang</u>	<u>Mr. Subhrajit Mukhopadhyay</u>	<u>Mr. Sunil Kakar</u>
Date of Birth	July 3, 1973	September 10, 1972	December 10, 1969	October 1, 1957
Age	50 years	50 years	53 years	65 years
Date of first appointment	November 25, 2009	November 1, 2017	August 10, 2020	January 25, 2023
Brief resume, qualification, experience in specific functional areas.	<p>Mr. Deepak Mittal has more than two decades of experience in financial services and currently he is Vice Chairman, ECL Finance Limited.</p> <p>During his tenure at Edelweiss, he has played several key roles. Prior to this, he has helped scale up the Capital Markets business at Edelweiss and went on to become the Chief Financial Officer, where he helped steer the firm through a successful Initial Public Offering. Post the IPO, when the global financial crisis disrupted markets the world over, he was part of the core crisis management team at Edelweiss and helped navigate the Group successfully through</p>	<p>Mr. Loo Chuan Tang is a Fellow of the Institute & Faculty of Actuaries and has over 25 years of experience in the field of actuarial. Mr. Tang is associated with Tokio Marine Asia Pte Ltd. since 2015. Mr. Tang has held senior positions with various life insurance companies which includes AXA Life Insurance Singapore Pte Ltd and Aviva Ltd (Singapore).</p>	<p>Mr. Subhrajit Mukhopadhyay has around three decades of Life insurance experience covering wide ranging functions and possess in depth knowledge of current economic, legislation/regulatory trends. Mr. Mukhopadhyay has been involved with the profession as a marker and subsequently as an examiner and review examiner for last nine years and was a member of IRDA working group for standardisation of products.</p> <p>He had worked with the Life Insurance Corporation of India (LIC) for around 16 years in different capacities</p>	<p>Mr. Sunil Kakar has over 40 years of diversified financial services experience in Banking, Insurance and Non-banking industry.</p> <p>Mr. Kakar holds an MBA in Finance from XLRI, Jamshedpur and a degree in engineering from IIT Kanpur.</p>

	<p>extremely difficult business situations, while playing a key role in the expansion of various Group businesses. He led the Group's new strategic initiatives, including the acquisition of Anagram stock broking, which expanded the Group's retail reach manifold.</p> <p>Mr. Mittal holds a Chemical Engineering degree from IIT - BHU and an MBA from Indian Institute of Management, Ahmedabad.</p>		<p>and multiple departments.</p> <p>He was associated with the Company as the Chief & Appointed Actuary since 2016 and was appointed as Executive Director of the Company with effect from August 10, 2020.</p>	
No. of Board Meetings attended during the financial year ended March 31, 2023	4 of 5	5 of 5	5 of 5	Not Applicable
Directorships held in other companies (Public Limited Companies)	2	None	None	None
Memberships/ Chairmanship	None	None	None	Audit Committee, Nomination and

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s of Committees of Boards (Committees mandated under the Companies Act, 2013 have only been considered)				Remuneration Committee
Number of Equity Shares held in the Company	1 share as Nominee of Edelweiss Financial Services Limited	Nil	Nil	Nil
Inter-se relationship with other Directors & KMP	None	None	None	None
Terms & Conditions of Appointment/ Re-appointment	Director liable to retire by rotation	Director liable to retire by rotation	Director liable to retire by rotation	Director not liable to retire by rotation
Details of Remuneration sought to be paid	Nil	Nil	To be paid by the Company as may be decided by the Board and approved by the IRDAI.	Nil
Remuneration last drawn by the Director	Nil	Nil	As approved by IRDAI.	Nil