

NOTICE

Notice is hereby given that the 16th Annual General Meeting ("AGM") of the members of Edelweiss Life Insurance Company Limited (formerly known as Edelweiss Tokio Life Insurance Company Limited) ("Company") will be held on Tuesday, September 2, 2025, at 12:30 pm (IST) through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") facility to transact the following businesses:

Ordinary Businesses:

- 1) To receive, consider and adopt the audited Financial Statements including the Revenue Account, Profit and Loss Account, Receipts and Payments Account and the Balance Sheet of the Company for the financial year ended March 31, 2025, together with the Reports of the Board, Management and Auditors thereon.
- 2) To appoint a Director in place of Ms. Priyadeep Chopra (DIN: 00079353) who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To re-appoint M/s. B. K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as Joint Statutory Auditors 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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and IRDAI (Corporate Governance for Insurers) Regulations, 2024 and Master Circular on Corporate Governance for Insurers, 2024 issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, M/s. B. K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W), be and are hereby appointed as Joint Statutory Auditors of the Company to hold office till the conclusion of the 17th Annual General Meeting, to be held in FY 2026-27.

FURTHER RESOLVED THAT the Board of Directors (which term shall be deemed to include any Committee which the Board may have formed or hereinafter formed to exercise the powers conferred by this Resolution) be and is hereby authorized to



decide and finalize the terms and conditions of the appointment, including the remuneration of the Joint Statutory Auditors.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, things including ROC form filings as may be deemed necessary with respect to the above matter, and to execute all such deeds, documents, agreements, and writings as may be necessary for the purpose of giving effect to this Resolution."

Special Business:

4) To appoint Mr. Anup Seth (DIN: 01366049) as an 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, sections 152, 161, 196, 197, 198, 203 and other 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. Anup Seth (DIN: 01366049) be and is hereby appointed as Executive Director of the Company, for a term of 5 (five) years with effect from July 24, 2025 or date of approval by IRDAI, whichever is later, liable to retire by rotation, on such terms and conditions including remuneration as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, things including ROC form filing as may be deemed necessary with respect to the above matter, and to execute all such deeds, documents, agreements, and writings as may be necessary for the purpose of giving effect to this Resolution."



For and on behalf of the Board
Edelweiss Life Insurance Company Limited
(Formerly known as Edelweiss Tokio Life Insurance Company Limited)

Ankur Chadha
Chief Legal and Compliance Officer,
Company Secretary
Membership No. A17086

July 24, 2025

Registered Office:

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



Notes:

- 1) 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 related to item no 2 and 4, 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, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 29, 2023 and No. 10./2024 dated September 19, 2024 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 edelweisslife.secretarial@edelweisslife.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) On the date of the meeting i.e., on September 2, 2025, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 12:15 p.m. to 12:45 p.m. and post that no person shall be allowed to join the meeting.
- 7) 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 edelweisslife.secretarial@edelweisslife.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 edelweisslife.secretarial@edelweisslife.in, by 6.00 PM (IST) on or before September 1, 2025, 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.
- 8) In case a poll is ordered to be taken by the Chairman or demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- 9) 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 edelweisslife.secretarial@edelweisslife.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 in the notice convening the AGM during the meeting and send it to edelweisslife.secretarial@edelweisslife.in through their 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 Revenue Account, Profit and Loss Account, Receipts and Payments Account and the Balance Sheet of the Company for the financial year ended March 31, 2025, 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 Ms. Priyadeep Chopra (DIN: 00079353) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary business - Ordinary resolution	10	√	X
3.	To re-appoint M/s. B. K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as Joint Statutory Auditors of the Company	Ordinary business - Ordinary resolution	10	√	X
4.	To Appoint Mr. Anup Seth (DIN: 01366049) as an Executive Director of the Company	Special business- Ordinary resolution	10	√	X



- 10) Other instructions/information:
- i. Members are requested to address all communications through their registered e-mail id only.
 - ii. This notice is also available on the website of the Company <https://www.edelweisslife.in/scrutinisers-report>
 - iii. In case of any doubts or clarification, the members are requested to contact through an e-mail at edelweisslife.secretarial@edelweisslife.in.
- 11) Members are requested to promptly notify any change in their address or Email ID to the Company at: edelweisslife.secretarial@edelweisslife.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 edelweisslife.secretarial@edelweisslife.in.
- 12) The Deemed venue for 16th 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 be 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 edelweisslife.secretarial@edelweisslife.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, Chief Legal and Compliance Officer, 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.



Annexure to the Notice dated July 24, 2025
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3:

To re-appoint M/s. B. K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as Joint Statutory Auditors of the Company

The Members of the Company at the 13th Annual General Meeting (AGM) held on September 28, 2022, had appointed M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W) as Joint Statutory Auditors of the Company for a period of 3 years to hold office upto the conclusion of the 16th Annual General Meeting accordingly the tenure of the Auditors comes to an end

In accordance with IRDAI (Corporate Governance for Insurers) Regulations, 2024 and Master Circular on Corporate Governance for Insurers, 2024, an audit firm which completes the tenure of four years at the first instance in respect of an insurer may be reappointed as statutory auditors of that Insurer for another term after a cooling-off period of three years.

Since M/s. B. K. Khare & Co., Chartered Accountants have completed their term of three years. Accordingly, based on the recommendation of the Audit Committee, the Board at its meeting held on April 29, 2025 has approved the re-appointment of M/s. B. K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as one of the Joint Statutory Auditors of the Company for a period of 1 year, to hold office until the conclusion of the 17th AGM of the Company to be held in FY 2026-27.

The Company has received consent letter and eligibility certificate from M/s. B. K. Khare & Co., Chartered Accountants, to act as Statutory Auditors of the Company and had also confirmed that they satisfy the criteria laid down under Companies Act, 2013 and IRDAI (Corporate Governance for Insurers) Regulations, 2024 and Master Circular on Corporate Governance for Insurers, 2024 issued by the Insurance Regulatory and Development Authority of India (IRDAI).

The Board recommends approval of the **Ordinary Resolution** as set out in Item No. 3 of the Notice.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in this item of business.



ITEM NO. 4:

To appoint Mr. Anup Seth (DIN: 01366049) as an Executive Director of the Company

Mr. Anup Seth was appointed as an Additional Executive Director by the Board of Directors of the Company on July 24, 2025. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules framed thereunder, Mr. Anup Seth holds office upto the date of the ensuing Annual General Meeting.

Mr. Anup Seth is associated with Edelweiss Life Insurance since April 2017 and is currently serving as the Chief Distribution Officer (CDO) since July 2022. With over two decades of extensive experience, he has spearheaded distribution strategies across the insurance, retail, and eCommerce sectors.

He holds a Graduation degree from Mumbai University (1998) and has completed an Executive Programme in Leadership and Management (EPLM) from IIM Calcutta in 2015-16. He led an entrepreneurial venture at the start of his career and subsequently grew in the Insurance sector managing significant roles with brands such as HDFC Life Insurance, Future Group India and Reliance Nippon Life Insurance before joining the company.

During his career, Mr. Seth has successfully managed diverse consumer businesses and led roles in Sales, Business Development, Marketing, eCommerce, Distribution Strategy and Growth building sustainable and profitable businesses and teams.

At Edelweiss Life, Mr. Seth has played a pivotal role in building and scaling multi-channel distribution, developing high performing teams and quality business centred around the customer, integrating sales models with digital capabilities and has demonstrated strong governance and a commitment to long-term value creation.

The Board is of the view that the Company will be immensely benefitted by the appointment of Mr. Anup Seth as a Director on the Board and, therefore, recommends for approval, the **Ordinary Resolution** as set out in Item No. 4 of the Notice.

Except Mr. Anup Seth, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in this item of business.



For and on behalf of the Board
Edelweiss Life Insurance Company Limited
(Formerly known as Edelweiss Tokio Life Insurance Company Limited)

Ankur Chadha
Chief Legal and Compliance Officer,
Company Secretary
Membership No. A17086

July 24, 2025

Registered Office:

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



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)

Name of the Director	Ms. Priyadeep Chopra	Mr. Anup Seth
Date of Birth	November 11, 1976	February 15, 1977
Age	48 years	48 years
Date of first appointment	July 25, 2022	July 24, 2025
Brief resume, qualification, experience in specific functional areas.	<p>Ms. Priyadeep Chopra is President at Edelweiss, responsible for Human Resources, Investor and Public relations. She carries a rich and diverse experience spanning across two and a half decades centered around leadership development, culture building and communication. Her current role of Investor and Public relations includes providing strategic direction to broaden and enhance investor relationship, advising the leadership on how best Edelweiss can provide value to our investors, leading internal communications, outward PR strategies that cultivate organizations relationships with media. As HR leader, she provides strategic advice towards Leadership development, Strategic talent acquisition, compensation and benefits, culture, employee experience, well-being, and inclusion programs. Ms. Chopra also provides strategic</p>	<p>Mr. Anup Seth has over 24 + years track record of quarterbacking transformations and successfully managing diverse consumer businesses, as well as an entrepreneurial venture at the start of my career. Expertise in start-up, turnaround, and high-growth companies with demonstrated ability to enhance performance and increase productivity, I am a driven leader with the ability to create a high-quality enterprise, set up scalable business models, inspire and influence people and most important build a high performing organization.</p> <p>Areas of Expertise: Business planning, distribution strategy, sales and business development, digital strategy, customer life-cycle management, B2C and B2B business model, analytics, sales-force automation, organization development and general management across</p>



	<p>senior HR advisory on people strategy & transformation, leadership, engagement, organization design to businesses of Edelweiss - Credit, Asset Management, Asset Reconstruction, Insurance and Wealth Management. Ms. Chopra was co-founder of Breakthology Consulting Pvt Ltd. and was a senior partner at Manford Consulting where she led CXO level assignments. She was also an advisor to Edelweiss for group level strategic HR interventions. Being member of the founding team of an education organization in India, she carried rich organization exposure and specialized in pedagogy and Instruction Design. Ms. Priya holds Bachelor's Degree in Microbiology and Master's Degree in Microbiology from Delhi University.</p>	<p>Edelweiss Life Insurance Company Limited - April' 17 till date - Director- Chief Distribution Officer</p> <p>Reliance Nippon Life Insurance - Chief - Direct Marketing, Online and Business Alliance Officer - May' 13 till April'17</p>
No. of Board Meetings attended during the financial year ended March 31, 2025	6	-
Directorships held in other companies (Public Limited Companies)	3	-



Memberships/ Chairmanships of committees of Boards (Committees mandated under the Companies Act, 2013 have only been considered)	Corporate Social Responsibility Committee (Member)	
Number of Equity Shares held in the Co.	Nil	Nil
Inter-se relationship with other Directors & KMP	None	None
Terms & Conditions of Appointment/ Re-appointment	Director liable to retire by rotation	Director liable to retire by rotation
Details of Remuneration sought to be paid	Nil	To be paid by the Company as may be decided by the NRC, Board and approved by the IRDAI from time to time.
Remuneration last drawn by the Director	Nil	Not Applicable

