

## NOTICE

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of Edelweiss Tokio Life Insurance Company Limited will be held on Wednesday, September 15, 2021 at 1.00 p.m. at the Registered Office of the Company at 6<sup>th</sup> Floor, Tower 3, Wing B, Kohinoor City, Kiro Road, Kurla (W), Mumbai - 400070 to transact the following business:

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### Ordinary Business:

- 1) To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2021, together with the Reports of the Board, Management and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sumit Rai (DIN: 08131728) who retires by rotation and, being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mr. Trevor Matthews (DIN: 07554808) who retires by rotation and, being eligible, offers himself for re-appointment.
- 4) Appointment of the Joint Statutory Auditors

**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, 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 the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, M/s. K. S. Aiyar & Co., (Firm Registration No. 100186W), be and are hereby appointed as Joint Statutory Auditors of the Company to hold office till the conclusion of the 15<sup>th</sup> Annual General Meeting.

**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 authorised to decide and finalise the terms and conditions of the appointment, including the remuneration of the Joint Statutory Auditors.”

Edelweiss Tokio Life Insurance Company Limited

CIN: U66010MH2009PLC197336

Registered Office: 6th Floor, Tower 3, Wing 'B', Kohinoor City, Kiro Road, Kurla (W), Mumbai 400070

Corporate Office: 4th Floor, Tower 3, Wing 'B', Kohinoor City, Kiro 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

**Special Business:**

- 5) **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, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, Mr. Noboru Yamagata (DIN: 08484831) who was appointed by the Board of Directors as an Additional Director, as a nominee of Tokio Marine Holdings, Inc., and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

- 6) **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-**

**“RESOLVED** that pursuant to the provisions of the Insurance Act, 1938, Insurance Regulatory and Development Authority Act, 1999, ‘Master Circular on Preparation of Financial Statements and Filing Returns of Life Insurance Business’ and all other Guidelines, Notifications and the Circulars issued in this regard, approval of the Shareholders be and is hereby accorded to contribute from the Shareholders’ Account to the Policyholders’ Account an amount of Rs. 26,51,244 (in thousands), deficit (inclusive of bonus declared by the Board on the Participating Policies) incurred in the Policyholders’ Account during the financial year ended March 31, 2021.

**FURTHER RESOLVED** that subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board (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 authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

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



Swadesh Agrawal  
Company Secretary  
Membership No. A21551

July 22, 2021

**Registered Office:**  
6<sup>th</sup> Floor, Tower 3, Wing B,  
Kohinoor City, Kirol Road,  
Kurla (West), Mumbai 400 070.  
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**Notes: -**

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business to be transacted at the Annual General Meeting (AGM/Meeting) is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- 3) A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 4) Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, information in respect of the Directors seeking appointment/re-appointment at the AGM is furnished as an Annexure to the Notice.
- 5) The documents, if any, referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, are open for inspection between 2.00 p.m. to 4.00 p.m. on all working days upto the date of the AGM at the Registered Office of the Company and will also be available at the venue of the AGM.

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**Annexure to the Notice dated May 19, 2021**

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

**ITEM NO. 5: -**

Mr. Noboru Yamagata was appointed as an Additional Director (as a nominee of Tokio Marine Holdings, Inc.) by the Board of Directors of the Company with effect from July 22, 2021. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules framed thereunder, Mr. Noboru Yamagata holds office upto the date of the ensuing Annual General Meeting.

Mr. Noboru Yamagata is the Managing Executive Officer of Tokio Marine Holdings and has been associated with Tokio Marine Group since 1985. In the past, Mr. Yamagata has worked in various capacities in the Tokio Marine group including Automobile Industry Production Dept., Commercial Lines Marketing Department, etc.

Mr. Noboru Yamagata is a graduate in Economics from Keio University.

The Board is of the view that the Company will be immensely benefitted by the appointment of Mr. Noboru Yamagata as a Director on the Board and, therefore, recommends for approval, the Ordinary Resolution as set out in Item No. 5 of the Notice.

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

**ITEM NO. 6: -**

The Board at its Meeting held on May 19, 2021, has declared the bonus on the Participating Policies. In accordance with the provisions of the 'Master Circular on Preparation of Financial Statements and Filing Returns of Life Insurance Business' issued by the Insurance Regulatory and Development Authority of India (IRDAI), where it is proposed to declare the bonus to the Participating Policyholders, the Life Insurer shall before such declaration make good the deficit, if any, in the Policyholders' Account. In view of the said Master Circular, it would be necessary to make good the deficit in the Policyholders' Account. During the financial year ended March 31, 2021, a deficit of Rs. 26,51,244 (in thousands) (inclusive of bonus declared by the Board) was incurred in the Policyholders' Account. Therefore, it is proposed to contribute an amount of Rs. 26,51,244 (in thousands), from the Shareholders' Account to the Policyholders' Account.

The Board recommends for approval the Special Resolution as set out in Item No. 6 of the Notice.

None of the Directors and Key Managerial Personnel and their relatives are 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)**

<b>Name of the Director</b>	<b>Mr. Sumit Rai</b>	<b>Mr. Trevor Matthews</b>	<b>Mr. Noboru Yamagata</b>
Date of Birth	November 5, 1970	March 25, 1952	August 31, 1962
Age	52 years	69 years	59 years
Date of first appointment	August 1, 2018	August 8, 2016	July 22, 2021
Brief resume, qualification, experience in specific functional areas.	<p>Mr. Sumit Rai has over 25 years of professional experience in Heading Business Units, Profit and Loss Management, Relationship Management, Sales Leadership, Business Development, Channel Management, Annual Planning, Data and Information Analytics, Operational Excellence, Turnaround Management, Training Interventions, leading and mentoring large cross-functional teams with an aim to enhance organizational value and growth.</p> <p>Mr. Rai was associated with Max Life Insurance Company Limited where he spent over 16 years in building distribution capabilities across diverse channels and businesses and in his last assignment; he was responsible for managing and growing the largest non-captive Banca relationship in the country as a profit center.</p>	<p>Mr. Trevor Matthews has extensive experience of more than 4 decades in the insurance sector. He has held senior positions as Executive Director, Chairman, President of Professional and Industry Associations and Chairman of various companies. Now developing non-executive board career and associated with Tokio Marine group. He is renowned not only for his acumen on business strategies but also brings in high level of technical expertise in risk management, life, general and health insurance, wealth management and banking business complemented by strong management, influence and change skills.</p> <p>Mr. Matthews is a member of the Institute of Actuaries of</p>	<p>Mr. Noboru Yamagata is the Managing Executive Officer of Tokio Marine Holdings and has been associated with Tokio Marine Group since 1985. In the past, Mr. Yamagata has worked in various capacities in the Tokio Marine group including Automobile Industry Production Dept., Commercial Lines Marketing Department, etc.</p> <p>Mr. Noboru Yamagata is a graduate in Economics from Keio University.</p>

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	Mr. Rai has been instrumental in strategizing and implementing various strategic initiatives inclusive of automation, learning programs, market penetration and talent management aiming towards performance enhancement and organizational growth. Prior to Max Life, he was associated with Bank of America and ABN Amro Bank.	Australia.	
No. of Board Meetings attended during the financial year ended March 31, 2021	5 of 5	5 of 5	-
Directorships held in other companies (Public Limited Companies)	None	None	IFFCO-TOKIO General Insurance Company Limited
Memberships/ Chairmanships of committees of other Boards (Committees mandated under the Companies Act, 2013 have only been considered)	Nil	None	None
Number of Equity Shares held in the Co.	Nil	Nil	Nil
Inter-se relationship with other Directors & KMP	None	None	None

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Terms & Conditions of Appointment/ Re-appointment	Director liable to retire by rotation	Director liable to retire by rotation	Director liable to retire by rotation
Details of Remuneration sought to be paid	To be paid by the Company as may be decided by the Board and approved by the IRDAI from time to time.	Nil	Nil
Remuneration last drawn by the Director	Please refer Corporate Governance Report forming part of the Board's Report for the remuneration paid to Managing Director & CEO during the financial year ended March 31, 2021.	Nil	Nil

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