

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Edelweiss Tokio Life Insurance Company Limited will be held at Shorter Notice on Monday, November 29, 2021 at 4.00 p.m. at 6th Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Kurla (W), Mumbai - 400 070 to transact the following business:

SPECIAL BUSINESS

1. Increase in the Authorised Share Capital of the Company.

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

“RESOLVED that subject to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any amendment thereto or re-enactment thereof) approval of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 600,00,00,000 (Rupees Six Hundred Crore) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs.10/- each to Rs. 20,00,00,00,000 (Rupees Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER that the existing Clause V (a) of the Memorandum of Association of the Company be altered and be substituted by the following as Clause V (a):-

‘V(a). The Authorised Share Capital of the Company is Rs. 20,00,00,00,000 (Rupees Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each.’

FURTHER RESOLVED that subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including 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 members of the Company.”

Edelweiss Tokio Life Insurance Company Limited

CIN: U66010MH2009PLC197336

Registered & Corporate Office: 6th Floor, Tower 3, Wing ‘B’, Kohinoor City, Kirol 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

By Order of the Board of Directors
Edelweiss Tokio Life Insurance Company Limited

ANKUR
CHADHA

Digitally signed by ANKUR CHADHA
DN: c=IN, o=Personal, postalCode=560078,
st=Maharashtra,
2.5.4.20=8d855022590743d076d1884fdbbea7
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serialNumber=36602201455d8c46195f462
5b62af7e372cc0b73eeff82ee174f2a3220,
cn=ANKUR CHADHA
Date: 2021.11.26 10:45:46 +05'30'

Ankur Chadha
Company Secretary
Membership No. A17086

Date: November 25, 2021
Registered Office:
6th Floor, Tower 3, Wing B,
Kohinoor City, Kirol Road,
Kurla (W), Mumbai – 400 070.
CIN: U66010MH2009PLC197336

Note:-

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
3. All documents referred to in the Notice as available for inspection will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the Extraordinary General Meeting i.e. November 29, 2021. Members seeking to inspect the documents can send an email to ankur.chadha@edelweisstokio.in.
4. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Extraordinary General Meeting at a shorter notice. The form for providing the same is enclosed.

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Annexure to the Notice dated November 25, 2021

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of special business to be transacted at the Extraordinary General Meeting.

The present Authorised Share Capital of the Company is Rs. 600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 60,00,00,000 equity shares of Rs. 10/- each.

In order to meet the long-term capital requirements of the Company, the Board at its Meeting held on November 25, 2021, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 60,00,00,000 equity shares of Rs. 10 each to Rs. 20,00,00,00,000 (Rupees Two Thousand Crore) by creation of additional 140,00,00,000 (One Hundred and Forty Crore) equity shares of Rs. 10 each, subject to shareholders approval.

Consequently, existing Clause V (a) of the Memorandum of Association of the Company would also require to be substituted by a new Clause V(a) to reflect the increased Authorised Share capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of draft amended Memorandum of Association of the Company will be available for inspection in the manner provided in the note no. 3 to this Notice..

Your Directors recommends the passing of the Ordinary Resolution as set out in Item No. 1 to the members for their approval.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this item of business.

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

**ANKUR
CHADHA**

Digitally signed by ANKUR CHADHA
DN: c=IN, o=Personal, postalCode=560078,
ou=Maharashtra,
2.5.4.20=8408f0221907434076d1884f8bba
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1602Number=f16052701d5546c501f95f6
250a2d7b372cc0b73eaf82ee1774f2d320,
ou=ANKUR CHADHA
Date: 2021.11.26 10:46:11 +05'30'

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

Date: November 25, 2021
Registered Office:
6th Floor, Tower 3, Wing B,
Kohinoor City, Kirol Road,
Kurla (W), Mumbai – 400 070.

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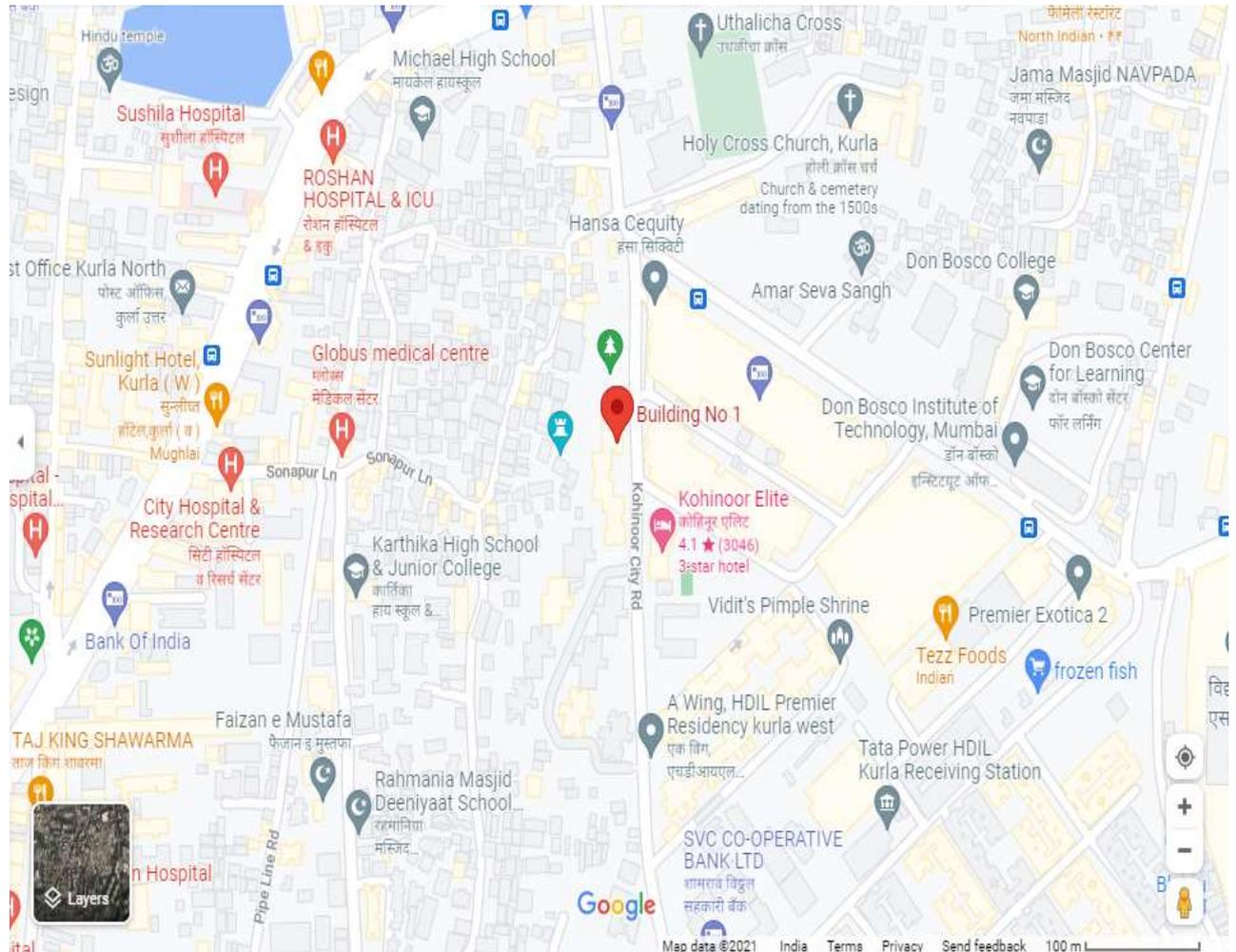
Route map of the venue of the Extra Ordinary General Meeting to be held on November 29, 2021

EGM Venue -

Edelweiss Tokio Life Insurance Company Limited

6th Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Kurla (W), Mumbai - 400070

Prominent Landmark: - Near Kohinoor Elite Hotel



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Tel No.: +91 22 4088 6015 I Fax No.: +91 22 4342 8161

E-mail Id: edelweisstokio.secretarial@edelweisstokio.in I Website: www.edelweisstokio.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
Folio No.	

We, being the member of Edelweiss Tokio Life Insurance Company Limited holding _____ equity shares of Rs. 10 each of the Company, hereby appoint:

1. Name -
Address -
E-mail Id-

and whose signature(s) are appended below as our proxy to attend and vote (on a poll) for us and on our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, November 29, 2021 at 4.00 p.m. at the Registered Office of the Company at 6th Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Mumbai – 400 070 and at any adjournment thereof in respect of such resolutions, as are indicated overleaf.

Signed this ____ day of ____ 2021.

Signature of the Shareholder

Please affix the Revenue Stamp

Signature of first proxy holder

Notes:

(1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

(2) **A Proxy need not be a member of the Company.**

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Pls see overleaf

** I/we wish my above Proxy to vote in the manner as indicated in the box below: -

Sr. No.	Resolutions	For	Against
Special Business			
1.	Increase in the Authorised Share Capital of the Company.		

*** This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she thinks appropriate.*



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ATTENDANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Name of the member(s):	
Registered address:	
Folio No.	

We, being the member of Edelweiss Tokio Life Insurance Company Limited holding _____equity shares of Rs. 10 each of the Company, hereby confirm our presence at the Extraordinary General Meeting of the Company at Its Registered Office held at shorter notice at 4.00 p.m. on Monday, November 29, 2021:

2. Name - _____
Address -
E-mail Id-

through our proxy who have attended for us and on our behalf at the Extraordinary General Meeting of the Company to be held on Monday, November 29, 2021 at 4.00 p.m. at the Registered Office of the Company at 6th Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Mumbai – 400 070 and at any adjournment thereof in respect of such resolution, as are indicated overleaf.

Signed this ____ day of _____ 2021.

Signature of the Shareholder or Proxy
who attended the meeting

Edelweiss Tokio Life Insurance Company Limited

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