

MAX LIFE INSURANCE COMPANY LIMITED

Registered Office:

419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur Nawan shehar, Punjab - 144533
Tel. +91 124 4121500, Fax: +91 124 6659811, Website: www.maxlifeinsurance.com,
e-mail: service.helpdesk@maxlifeinsurance.com
CIN: U74899PB2000PLC045626

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“**EGM**” or “**Meeting**”) of the members of Max Life Insurance Company Limited (“**Company**”) is scheduled to be held at a shorter notice on 20th day of November, 2024 at 1400 hrs IST through video conferencing to transact the following business(es):

SPECIAL BUSINESS(ES):

1. To consider and approve the change in the name of the Company

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

“**RESOLVED THAT** subject to the receipt of all the necessary regulatory approvals, as applicable, and pursuant to Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with rules made thereunder and pursuant to the resolutions passed by the board of directors on October 22, 2024 for changing the name of the Company and having obtained the approval of the jurisdictional registrar of companies, Ministry of Corporate Affairs for reserving the name ‘Axis Max Life Insurance Limited’, the consent of the members of the Company be and is hereby accorded for the change of name of the Company to “Axis Max Life Insurance Limited.”

RESOLVED FURTHER THAT Mr. Prashant Tripathy (DIN: 08260516), Managing Director and CEO and Mr. Anurag Chauhan, Company Secretary of the Company be and are hereby authorized severally, on behalf of the Company, to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including making all regulatory filings and intimations and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT Mr. Prashant Tripathy (DIN: 08260516), Managing Director and CEO and Mr. Anurag Chauhan, Company Secretary of the Company, be and are hereby severally authorized to sign a certified true copy of this resolution and provide the same to the relevant authorities or anyone concerned or interested in this matter.”

2. To consider and approve the alteration of Memorandum of Association of the Company

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

“**RESOLVED THAT** upon the receipt of all the necessary regulatory approvals, as applicable, for the change of name of the Company to “Axis Max Life Insurance Limited”, pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with rules made thereunder and upon receipt of a fresh certificate of incorporation from the jurisdictional registrar of companies, Ministry of Corporate Affairs in this regard, the consent of the members of the Company be and is hereby accorded to approve, adopt and substitute the existing set of memorandum of association of the Company with a restated memorandum of association, as circulated to the members of the Company.

RESOLVED FURTHER THAT Mr. Prashant Tripathy (DIN: 08260516), Managing Director and CEO and Mr. Anurag Chauhan, Company Secretary of the Company be and are hereby authorized severally, on behalf of the Company, to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or

incidental for giving effect to the above resolution, including making all regulatory filings and intimations and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT Mr. Prashant Tripathy (DIN: 08260516), Managing Director and CEO and Mr. Anurag Chauhan, Company Secretary of the Company, be and are hereby severally authorized to sign a certified true copy of this resolution and provide the same to the relevant authorities or anyone concerned or interested in this matter.”

3. To consider and approve the alteration of Articles of Association of the Company

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

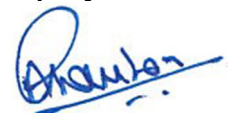
“**RESOLVED THAT** upon the receipt of all the necessary regulatory approvals, as applicable, for the change of name of the Company to “Axis Max Life Insurance Limited”, pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re- enactment thereof for the time being in force) read with rules made thereunder and upon receipt of a fresh certificate of incorporation from the jurisdictional registrar of companies, Ministry of Corporate Affairs in this regard, the consent of the members of the Company be and is hereby accorded to approve, adopt and substitute the existing set of articles of association of the Company with a restated articles of association, as circulated to the members of the Company.

RESOLVED FURTHER THAT Mr. Prashant Tripathy (DIN: 08260516), Managing Director and CEO and Mr. Anurag Chauhan, Company Secretary of the Company be and are hereby authorized severally, on behalf of the Company, to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including making all regulatory filings and intimations and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT Mr. Prashant Tripathy (DIN: 08260516), Managing Director and CEO and Mr. Anurag Chauhan, Company Secretary of the Company, be and are hereby severally authorized to sign a certified true copy of this resolution and provide the same to the relevant authorities or anyone concerned or interested in this matter.”

Date: November 19, 2024
Place: Gurugram

**By order of the Board
for Max Life Insurance Company Limited**



**Anurag Chauhan
General Counsel and Company Secretary
Membership No. F9899**

Notes:

1. The Members shall note that the Company is going to convene this extra-ordinary general meeting (“**EGM**”) through video conferencing (“**VC**”) in compliance with applicable laws read with the relevant circulars issued by Ministry of Corporate Affairs (“**MCA**”) in this regard. The deemed venue of the meeting shall be considered as the Registered Office of the Company situated at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur Nawan Shehar, Punjab 144533 The framework as prescribed by MCA in its circulars is given below for effective participation of members in following manner:
 - Company is convening this EGM through VC and no physical presence of members, directors, auditors and other eligible persons shall be required.
 - Members attending this EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“**the Act**”).
 - Notice of the EGM is sent through email to all members as on November 19, 2024, on their registered email ids available with the Company and no physical copy of the same would be dispatched. If any member desires to update his/ her registered email id, he/ she may send the request for the same at the following e-mail address of the Company i.e. anurag.chauhan@maxlifeinsurance.com or may contact at (+91) 9650922332.
 - Company is providing two-way teleconferencing facility for the ease of participation of the members.
 - Members and participants may pose questions, if any, before or concurrently during the meeting through e-mail on the following e-mail address i.e. anurag.chauhan@maxlifeinsurance.com.
 - Members are suggested to cast their vote by show of hands at the meeting.
 - The result of voting shall be declared in the meeting and the meeting shall deem to be conclusive after the declaration of result.

2. The dial in details are as follows:

Microsoft Teams

[Join the meeting now](#)

Meeting ID: 436 253 375 943

Passcode: vHjNKf

3. The facility for joining the meeting will be opened at 1345 hrs IST i.e. 15 minutes before the time scheduled for the meeting and will remain open throughout the proceedings of the meeting. Also, the facility shall not be closed till the expiry of 15 minutes after start of the meeting.
4. Participants may like to connect with Mr. Anurag Chauhan, Company Secretary at (+91) 9650922332 in case any assistance is required pertaining to using the technology before and during the meeting.
5. Members shall further note that since their physical presence has been dispensed with for attending the meeting, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies to attend and cast vote on behalf of a member is not available for this Meeting. However, representatives of corporate members may be appointed for the purpose of participation and voting on their behalf in the meeting. Corporate members intending to attend the meeting through their authorized representative(s) are requested to send to the Company a certified true copy of the board resolution/ letter of authority authorizing their representative(s) to attend and vote on their behalf at the Meeting at the following e-mail address of the Company i.e. anurag.chauhan@maxlifeinsurance.com, unless such resolution/ letter has already been shared with the Company.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of business as set out under Item no. 1, 2 and 3 is annexed hereto and forms an integral part of the notice.

7. All the documents referred to in the notice and accompanying explanatory statement, are open for inspection in electronic form for the duration of the Meeting on request from member(s) at the following email address i.e. anurag.chauhan@maxlifeinsurance.com.
8. The meeting shall be conducted, subject to consent from all the shareholders of the Company have been received for convening the meeting at a shorter notice.
9. Enclosed herewith is the Attendance slip to record the presence of the members/ authorized representatives. Members are requested to fill and share the same through e-mail at the following e-mail address i.e. anurag.chauhan@maxlifeinsurance.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1, 2 and 3

The long-standing partnership of the Company with Axis Bank Limited (“**Axis**”) has significantly benefitted the Company in terms of profitability, market share and business margins. The inclusion of “Axis” brand in the tagline of the Company, resulted in increased trust of the policy holders. Not only did the financial strength of the Company was significantly boosted but it filled the void in the overall strategic positioning of the Company relative to the other life insurance companies. Besides, Axis is also the co-promoter of the Company.

The Board of Directors are also aware of the significant role that Axis will play in boosting the market standing of the Company in future.

In light of the above, subject to receipt of regulatory approvals from the Insurance and Regulatory Development Authority of India and the Ministry of Corporate Affairs/ Registrar of Companies or any other authority as may be required and having obtained the approval of the jurisdictional registrar of companies, Ministry of Corporate Affairs for reserving the name ‘Axis Max Life Insurance Limited’, the management proposes to change the name of the Company from “Max Life Insurance Company Limited” to “Axis Max Life Insurance Limited” and make consequential changes to the Memorandum and Articles of Association of the Company.

Additionally, the existing Articles of Association of the Company contain regulations with respect to usage of the logo and brand by the Company. The articles of association are also required to be amended in order to align the same with the amendment agreement to the Shareholders’ Agreement dated August 9, 2023 (“**SHA**”) to reflect the understanding of the shareholders in connection with the new brand and logo of the Company.

A copy of the restated Memorandum and Articles of Association of the Company are circulated to the members along with this notice and shall be open for inspection in electronic form for the duration of the meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested financially or otherwise, in the said resolution except to the extent of their directorship and representation in the Company, if any.

Your Directors recommend the resolutions as set out under Item no. 1, 2 & 3 of the notice for your approval by way of passing respective Special Resolutions.

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ATTENDANCE SLIP

Extra-ordinary General Meeting held on November 20, 2024 at 1400 hrs IST

Name of the attending member (in block letters)	
Folio no.*	
DP Id no./ Client Id no	
No. of shares held	

* Applicable in case of Shares held in Physical Form

I, hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, November 20, 2024 at 1400 hrs IST through video conferencing.

Member's Signature _____

NOTE:

1. Please fill this attendance slip and send the same through e-mail at anurag.chauhan@maxlifeinsurance.com.
