

Max Life Insurance Company Limited (“Company”)

**Transcript for the Extra-Ordinary General Meeting (EGM) held on Wednesday, November 20, 2024
from 14:00 hours to 14:30 hours IST through Video Conferencing**

Mr. Anurag Chauhan, Company Secretary: Welcome to the Extra-Ordinary General Meeting of your Company which has been called at a shorter notice and is being convened through video conferencing in compliance with the applicable provisions of the Companies Act, 2013, secretarial standards and the general circulars issued by Ministry of Corporate Affairs (MCA) in this regard from time to time.

The members present are:

Mr. V. Krishnan representing MFSL;

Mr. Rajiv Anand representing Axis Bank Limited and Axis Capital Limited; and

the nominee shareholders of MFSL including Mr. Prashant Tripathy, Mr. V. Krishnan, Mr. Amrit Singh, Mr. Nishant Kumar, Mr. Piyush Soni and myself.

I confirm that the necessary consent has been obtained from all the shareholders of the Company to convene this meeting at a shorter notice through video conferencing.

Mr. Rajiv Anand, Chairman of the Company, has taken the Chair for the proceedings of this meeting.

Kindly note that the directors of your Company namely Mr. Rajiv Anand, Mr. Prashant Tripathy, Mr. Arjun Chowdhry, Ms. Marielle Theron, Mr. Mitsuru Yasuda, Mr. Pradeep Pant, Mr. Rajesh Kumar Dahiya and Mr. Subrat Mohanty are present in the meeting. Also, please note that Mr. Girish Srikrishna Paranjpe, Mr. Jai Arya, Mr. Mohit Talwar, Mr. Munish Sharda, Mr. Rajesh Khanna and Mr. Sahil Vachani, directors of the Company, are not able to join this meeting due to their other commitments. Further, Mr. Pradeep Pant, Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee authorized by its Chairman for representation, is present in the meeting.

Also, please note that Mr. Shirish Rahalkar is representing M/s B.K. Khare & Co., Chartered Accountants, the Joint Statutory Auditors of the Company.

The notice of the meeting along with the dial in details for joining was duly circulated to M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, Joint Statutory Auditors and M/s Chandrasekaran Associates, Secretarial Auditors of the Company, however, they are not able to join the meeting as the meeting is being convened at a shorter notice. The Chairman is requested to exempt their attendance.

Mr. Rajiv Anand, Chairman: I exempt their attendance for this EGM. And as the quorum is present, I call this meeting to order.

Mr. Anurag Chauhan, Company Secretary: Thank you. I request the Chairman to confirm that he is duly satisfied that all the efforts feasible under the circumstances have been made by the Company to enable members to participate and vote on the items being considered at the meeting and that the meeting is being conducted in compliance with the applicable laws.

Mr. Rajiv Anand, Chairman: Yes, I confirm the same.

Mr. Anurag Chauhan, Company Secretary: Thank you, Chairman. Now we shall take up the agenda items as set forth in the notice.

Special Businesses:

Item No. 1: To consider and approve the change in the name of the company

Mr. V. Krishnan has proposed the resolution to approve the change in the name of the Company to “Axis Max Life Insurance Limited”, subject to the receipt of all the necessary regulatory approvals, as applicable, as a Special Resolution.

Mr. Rajiv Anand has seconded the resolution.

Mr. Rajiv Anand, Chairman: On the show of hands, I hereby declare that the resolution has been passed unanimously.

Item No. 2: To consider and approve the alteration of Memorandum of Association of the Company

Mr. Nishant Kumar has proposed the resolution to approve, adopt and substitute the existing set of memorandum of association of the Company with a restated memorandum of association, 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” and upon receipt of a fresh certificate of incorporation from the jurisdictional registrar of companies, Ministry of Corporate Affairs in this regard, as a Special Resolution.

Mr. Amrit Singh has seconded the resolution.

Mr. Rajiv Anand, Chairman: On the show of hands, I hereby declare that the resolution has been passed unanimously.

Item No. 3: To consider and approve the alteration of Articles of Association of the Company

Mr. Prashant Tripathy has proposed the resolution to approve, adopt and substitute the existing set of articles of association of the Company with restated articles of association, as circulated to the members of the Company, pursuant to consequential changes upon change of name of the Company, 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” and upon receipt of a fresh certificate of incorporation from the jurisdictional registrar of companies, Ministry of Corporate Affairs in this regard, as a Special Resolution.

Mr. Anurag Chauhan has seconded the resolution.

Mr. Rajiv Anand, Chairman: On the show of hands, I hereby declare that the resolution has been passed unanimously.

Mr. Anurag Chauhan, Company Secretary: Thank you. With this, we conclude this meeting with a vote of thanks to the Chairman and other participants for attending the meeting.

Note: Abbreviation used is –

MFSL: Max Financial Services Limited

EGM: Extra-Ordinary General Meeting