RELIANCE NIPPON LIFE INSURANCE COMPANY LIMITED  
(CIN: U66010MH2001PLC167089)  
Registered Office: H Block, 1st Floor Dhirubhai Ambani Knowledge City,  
Kopar Khairane, Navi Mumbai – 400710  
Email: ashish.sarma@relianceada.com Website: www.reliancenipponlife.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the Members of Reliance Nippon Life Insurance Company Limited will be held on Friday, July 26, 2019 at 9:00 A.M., at Conference Room, Ground Floor, Business Centre, Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai – 400055 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account, Cash flow Statement for the year ended March 31, 2019 and Balance Sheet at that date together with the Reports of the Board, Auditors and Management thereon.

2. To appoint a Director in place of Shri. Ashish Vohra (DIN: 07587724) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Joint Statutory Auditors M/s Pathak H.D. & Associates, Chartered Accountants, ICAI Registration No. 107783W and to fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any and the Guidelines issued by the Insurance Regulatory and Development Authority of India ("IRDAI") for the appointment of Statutory Auditors, the consent of the members be and are hereby accorded to ratify the appointment of M/s Pathak H.D. & Associates, Chartered Accountants, ICAI Registration No. 107783W as Joint Statutory Auditors of the Company, to hold office from the conclusion of 18th AGM till the conclusion of 23rd AGM of the Company.

RESOLVED FURTHER THAT Shri. Ashish Vohra, Executive Director & Chief Executive Officer and Ms. Poornima Subramanian, Chief Financial Officer be and are hereby severally authorised to finalise the terms and conditions, including remuneration to be paid to the Joint Statutory Auditors.

RESOLVED FURTHER THAT Shri. S.V. Sunder Krishnan, Chief Risk Officer and / or Shri. Ashish Sarma, Company Secretary and Head – Legal & Compliance, be and are hereby independently and severally authorised to issue the appointment letter to the Joint Statutory Auditors for conducting audit, file necessary forms with the Statutory / Regulatory authorities and to do all such acts, deeds and things as may be necessary and expedient to give effect to the above motion."

Special Business:

4. Appointment of Shri. Santosh B. Nayar (DIN: 02175871) as a Non – executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following motion as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149,152,161,164 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri. Sanosh B. Nayar, (DIN: 02175871), who was appointed as an Additional Director (Category: Non-Executive, Independent Director) of the Company, with effect from April 24, 2019, by the Board and who holds office up to the date of this Annual General Meeting, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Board Nomination and Remuneration Committee, in its meeting held on March 12, 2019 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, commencing from April 24, 2019.

RESOLVED FURTHER THAT any one of the Director(s) of the Company, Shri. S.V. Sunder Krishnan, Chief Risk Officer and / or Shri. Ashish Sarma, Company Secretary and Head – Legal & Compliance be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid motion."

5. Appointment of Shri. Tomohiro Yao (DIN: 08429687) as Non-executive Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following motion as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149,152,161,164 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri. Tomohiro Yao (DIN: 08429687), who was appointed as an Additional Director (Category: Non-Executive Director) of the Company, with effect from April 24, 2019 by
the Board and who holds office up to the date of this Annual General Meeting and whose candidature for the office of Director has been recommended by the Board Nomination and Remuneration Committee, in its meeting held on April 24, 2019 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non - Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director(s) of the Company, Shri. S.V. Sunder Krishnan, Chief Risk Officer and / or Shri. Ashish Sarma, Company Secretary and Head, Legal & Compliance be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid motion.”

6. Re-Appointment of Shri. Rajendra Chitale (DIN: 00015986), as an Non-executive, Independent Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following motion as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149,150,152,164 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri. Rajendra Chitale (DIN: 00015986), Independent Director of the Company, whose period of office is liable to expire on July 28, 2019 and who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term in accordance with the provisions of the Act and the Rules made thereunder and whose candidature for the office of Director has been recommended by the Board Nomination and Remuneration Committee, in its meeting held on April 24, 2019 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, to hold office for a second term of
five consecutive years, with effect from July 28, 2019 up to July 27, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director(s) of the Company, Shri. S.V. Sunder Krishnan, Chief Risk Officer and / or Shri. Ashish Sarma, Company Secretary and Head, Legal & Compliance be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid motion."

7. Re-appointment of Shri. Ashish Vohra (DIN: 07587724), as an Executive Director and Chief Executive Officer of the Company:

To consider and if thought fit, to pass with or without modifications, the following motion as a Ordinary Resolution:

"RESOLVED THAT pursuant to Section 34(A) of the Insurance Act, 1938 and Section 149, 152, 164, 197, 198, 203 any other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Articles of Association and subject to the approval of IRDAI, Shri. Ashish Vohra (DIN: 07587724) and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Executive Director & Chief Executive Officer of the Company, for a period of three consecutive years, commencing from October 1, 2019.

RESOLVED FURTHER THAT Shri. Ashish Vohra be and is hereby re-designated as Executive Director and Chief Executive Officer of the Company for a period of 3 years, on the terms and conditions of service, benefits and perquisites as approved by the Authority from time to time;

RESOLVED FURTHER THAT the remuneration to be paid to Shri Ashish Vohra, Executive Director & Chief Executive officer of the company, as approved by IRDAI from time to time;
RESOLVED FURTHER THAT any one of the Director(s) of the Company, Shri. S.V. Sunder Krishnan, Chief Risk Officer, Shri. Srinivas Ladwa, Chief Human Resource Officer and / or Shri. Ashish Sarma, Company Secretary and Head, Legal & Compliance be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies / any other Regulator and to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid motion."

By Order of the Board of Directors

For Reliance Nippon Life Insurance Company Limited

Place: Mumbai

Date: April 24, 2019

Registered Office:

H' Block, 1st Floor,

Dhirubhail Ambani Knowledge City,

Kopar khairane, Navi Mumbai – 400710

CIN : U66010MH2001PLC167089

Ashish Sarma

Company Secretary and Head – Legal & Compliance
NOTES:

1) Item No. 2 of the Notice: Pursuant to the provisions of Section 152 of The Companies Act, 2013 which prescribes that non-Independent Directors only will be reckoned for the purpose of determining Directors liable to retire by rotation, the Company has determined retiring Director (being Non-Independent Director only) and his eligibility for re-appointment under the said provisions.

2) Item No. 3 of the Notice regarding re-appointment of Joint Statutory Auditors: Members may kindly note that The Companies Act, 2013 provides for appointment of Statutory Auditors (audit firm) for two terms of five consecutive years, an audit firm which completes the tenure of five years or such period less than 5 years at the first instance in respect of an insurer may be re-appointed as statutory auditors of that Insurer for another term of five years. Thus, an audit firm may be appointed as statutory auditors by an insurer for a continuous period of up to maximum ten years. In view of these provisions:

   a) M/s Pathak H. D & Associates has completed first term shall be re-appointed as Joint Statutory of the Company for second term of Five consecutive years in this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting.

3) A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. Proxy shall not vote except on a poll. The proxy form should be lodged with the Company at its Corporate Office at least 48 hours before the time of the meeting.

4) All documents referred to in the Notice and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Corporate Office of the Company during business hours and shall be accessible to the person attending the meeting.
5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

6) Members holding equity shares in dematerialized form are requested to bring their DP ID and Client ID for identification. Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed and hand over the same at the venue entrance.

7) The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with their DP and made available to the Company by the Depositories. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to ashish.sarma@relianceadva.com duly quoting his DP ID and Client ID or the Folio number, as the case may be.

8) Members holding shares in physical form are advised to avail the nomination facility in respect of their shares by filing the prescribed form. Members holding shares in electronic form may contact their Depository Participant (DP) for recording their nomination.

9) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10) Members holding their shares in physical form are advised to avail the nomination facility in respect of their shares by filing the prescribed form. Members holding their shares in electronic form may contact their Depository (DP) for recording their nomination.

11) Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

12) The Company has appointed Shri. Aashish K. Bhatt, Practicing Company Secretary and Shri. Atul Kumar Tandon, Member as the Scrutinizers for conducting the poll process in a fair and transparent manner.
13) Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Corporate Office, or at our email ID: ashish.sarma@relianceada.com. This shall help us in prompt sending of notices, annual reports, and other shareholder communications in electronic form.
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Annexed to the Notice convening the Eighteenth Annual General Meeting to be held on Friday, July 26, 2019

Item No. 4:

Based on the recommendations of the Board Nomination and Remuneration Committee and pursuant to Section 161 of The Companies Act, 2013, the Board in its meeting held on March 12, 2019 appointed Shri. Santosh B. Nayar as an Additional Director (Category: Non – executive Independent Director) of the Company, with effect from April 24, 2019.

Shri. Nayar will vacate his office at this Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Shri. Santosh B. Nayar as a Non-Executive Independent Director of the Company, as set out in the Resolution relating to his appointment.

Shri. Santosh B. Nayar has Rich working experience of around 40 years in project finance and banking, including international & investment banking, and life insurance industry. He was appointed as Chairman & Managing Director role in India Infrastructure Finance Company Limited (IIFCL) for a period of 4 years. During the tenure of appointment, he had made recommendations to Government / Reserve Bank of India for implementing policies on Sale of Completed Projects, Hybrid Annuity Model (HAM), Financial of Project Loans over economic Life and Permitting Banks to raise long term funds for lending to infrastructure sector with minimum regulatory pre-emption such as CRR, SLR and Priority Sector Lending (PSL).

He was member of the Committee on Revisiting and Revitalizing the PPP Model of Infrastructure Development chaired by Dr. Vijay Kelkar. He was also appointed by the Ministry of Finance as Chairman of:

- Working Group for examining the suggestions made by Association of power producers (APP). Several recommendations were accepted as polices (such as the 5/25 scheme).
• Committee for resolution of large distressed infrastructure and core industry projects.

He had also repositioned IIFCL by initiating steps for carrying out suitable modifications in the mandate of IIFCL to enable IIFCL to assume a larger role. A concept paper on repositioning IIFCL submitted to Government which Transformed the organization internally recruiting specialists in credit, setting up risk and compliance departments shifting to a modern IT platform and setting up subsidiary for Infra advisory service primarily to support Government departments.

He was also appointed as Managing Director and CEO of IFCI Limited during the tenure of the appointment IFCI Limited transformed from a loss making entity to a profitable venture, with business levels rising to new highs, profitability almost doubling. Quick settlements of large NPA accounts were arrived at.

He had also played role as Deputy Managing Director and Group Executive in State Bank of India where he headed the large Corporate Business, Project Finance and Infrastructure Lending division, Financial Institution Business Group, Transaction Banking Group, Cash Management and Capital Market business of the Bank.

He was also a member in the core team, which set up SBI Life Insurance Co Ltd., as a joint venture with a French Insurance company.

Shri. Santosh B. Nayar has given his declaration that he meets the criteria of Independence as provided under Section 149(6) of The Companies Act, 2013 and the rules made thereunder and also declared that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company.

Requisite Notice under Section 160 of the Act, the Board Remuneration Committee recommended his candidature for the office of Director and in respect of which the Company has received notice in writing from member proposing the candidature of Shri. Nayar for the office of the Director and consent has been filed by Shri. Nayar pursuant to Section 152 of the Act.

Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Shri. Santosh B. Nayar is enclosed in Annexure 1
Shri. Nayar does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Shri. Nayar and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Shri. Nayar is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

**Item No. 5:**

Based on the recommendations of the Board Nomination and Remuneration Committee and pursuant to Section 161 of The Companies Act, 2013, the Board in its meeting held on April 24, 2019 appointed Shri. Tomohiro Yao as an Additional Director (Category Non – executive Director) of the Company.

Shri. Yao will vacate his office at this Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Shri. Tomohiro Yao as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Shri. Tomohiro Yao is a seasoned professional with over 23 years of experience in the life insurance industry. He has extensive knowledge of Planning & Research and Global Business Planning at Nippon Life, Japan. In 2011 he assumed charges as Executive Assistant to the Chairman of Life Insurance Association, Japan for 2 years. Following which he was engaged in Nippon Life’s Global Business Planning, leading Nippon Life’s international M&A strategy.

Currently, he is responsible for driving Nippon Life’s overseas Insurance businesses including India, Mainland China as well as the United States of America.

Requisite Notice under Section 160 of the Act, the Board Remuneration Committee recommended his candidature for the office of Director and in respect of which the Company has received notice in writing from member proposing the candidature of Shri. Yao for the office of the Director and consent has been filed by Shri. Yao pursuant to Section 152 of the Act.

Pursuant to Secretarial Standard -2 issued by Institute of Company Secretaries of India, additional information about Shri. Yao is enclosed in Annexure 1.
Shri. Yao does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Shri. Yao and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Shri. Yao is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

**Item No. 6**

Shri. Rajendra Chitale was appointed as Independent Director of the Company pursuant to approval of the Members through resolution passed at the Annual General Meeting of the Company held on August 1, 2014. The term of his current employment is expiring on July 28, 2019.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board at its meeting held on April 24, 2019 approved and recommended to the Shareholders for their approval for the appointment of Shri. Chitale as Non-executive Independent Director for a second term of five consecutive years, starting from July 28, 2019 to July 27, 2024.

The Board has considered rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of Shri. Rajendra Chitale and basis that recommended his re-appointment for a second term of five consecutive years, starting from July 28, 2019 to July 27, 2024, to the Members.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company for another term of up to five consecutive years on the Board of a company. Pursuant to the provisions of Sections 149, 150, 152, 164, Schedule IV of the Companies Act, 2013 (“Act”) (including any statutory modifications or re-enactment thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Shri. Chitale (DIN: 00015986), being eligible for re-appointment as an Non-executive, Independent Director, is proposed to be re-appointed as a Non-executive, Independent Director of the Company, for a second term of five consecutive years commencing from July 28, 2019 to July 27, 2024. Further, during the
tenure of appointment, the said Independent Director shall not be liable to retire by rotation."

The Company had received declaration from Shri. Chitale stating that he meets the criteria of Independence, as prescribed under sub-section (6) of Section 149 of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and is independent of the Management.

Requisite Notice under Section 160 of the Act, the Board Remuneration Committee recommended his candidature for the office of Director and in respect of which the Company has received notice in writing from member proposing the candidature of Shri. Chitale for the office of the Director and consent has been filed by Shri. Yao pursuant to Section 152 of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as a Non-executive, Independent Director.

Shri Rajendra Chitale is an eminent Chartered Accountant and a Law Graduate. He is the Managing Partner of M/s. Chitale & Co, a leading boutique international structuring, tax and legal advisory firm and of M/s M.P. Chitale & Co., a reputed Chartered Accountancy Firm. He served as a member of the Insurance Advisory Committee of the Insurance Regulatory Development Authority of India and the Company law Advisory Committee, Government of India, the Takeover Panel of SEBI, the Advisory Committee on regulations of the Competition Commission of India and the Maharashtra Board for Restructuring of State Enterprises, Government of Maharashtra. He has served on the Board of Life Insurance Corporation of India, Unit Trust of India, Small Industries Development Bank of India Limited, National Stock Exchange of India Limited and Clearing Corporation of India Limited. He is also on the Board of several large corporate.

Pursuant to Secretarial Standard -2 issued by Institute of Company Secretaries of India, additional information about Shri. Chitale is enclosed in Annexure 1

Shri. Chitale does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.
Shri. Chitale and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Shri. Chitale is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

**Item No. 7**

Under Section 34A of The Insurance Act, 1938, appointment / re-appointment and remuneration of the Executive Director & Chief Executive Officer requires approval of IRDAI.

In order to comply with the Corporate Governance Guidelines and provisions of the Insurance Act, 1938, the Board, on recommendation of the Board Nomination and Remuneration Committee, in its meeting held on April 24, 2019, has re-appointed Shri. Ashish Vohra as Executive Director & Chief Executive Officer of the Company, for a second term of three years, commencing from October 1, 2019.

Shri. Ashish Vohra is a post graduate in Management from IIM Bangalore and B.Tech (Mechanical Engineering) from IIT BHU. He was working with Max Life Insurance, India where he was playing an instrumental role in key initiatives such as to grow top line, deliver channel profitability through revenue and cost management, acquire and build new Distribution, deliver 13 months persistency and manage compliance in Distribution and ensure Origination quality & market conduct. Prior to joining Max Life Insurance, he was an Executive Vice President and Head-Commercial business at Fullerton India Credit Corporation, India. In this key role he was responsible for P & L of the business. Also he played a key role in developing the India strategy & Business Model including blueprint of the execution plan. He started his career with Eicher Motors Ltd as Regional Manager Sales in 1987.

The terms and conditions of his appointment & remuneration payable to him are approved by the Board of Directors of the Company vide Circular Resolution dated June 28, 2019 and also by IRDAI.

Pursuant to Secretarial Standard -2 issued by Institute of Company Secretaries of India, additional information about Shri. Vohra is enclosed in Annexure 1.

Shri. Vohra and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested
in this Resolution. Shri. Vohra is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

By Order of the Board of Directors

For Reliance Nippon Life Insurance Company Limited

Ashish Sarma

Place: Mumbai
April 24, 2019

Company Secretary and Head – Legal & Compliance
# ANNEXURE 1 TO THE NOTICE

**Details of Directors Pursuant to Secretarial Standard - 2**

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>Shri. S.B. Nayar</th>
<th>Shri. Tomohiro Yao</th>
<th>Shri. Rajendra Chitale</th>
<th>Shri. Ashish Vohra</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>64 years</td>
<td>48 years</td>
<td>58 years</td>
<td>54 years</td>
</tr>
<tr>
<td>Qualifications</td>
<td>B.Com. (Hons.), CAIIB</td>
<td>B.A. (Law) from Kyoto University and an MBA from Wharton School, University of Pennsylvania.</td>
<td>Chartered Accountant and a Law Graduate</td>
<td>Mechanical Engineer from IIT-BHU, and holds a Post Graduate Diploma in Management from IIM, Bangalore.</td>
</tr>
<tr>
<td>Experience</td>
<td>Please refer Explanatory Statement annexed to this Notice</td>
<td>Please refer Explanatory Statement annexed to this Notice</td>
<td>Please refer Explanatory Statement annexed to this Notice</td>
<td>Please refer Explanatory Statement annexed to this Notice</td>
</tr>
<tr>
<td>Terms and</td>
<td>Appointed as Non-</td>
<td>Appointed as Non-</td>
<td>Appointed as Non-</td>
<td>Appointed as an Executive</td>
</tr>
<tr>
<td>Conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</td>
<td>Executive, Independent Director of the Company and will be paid sitting fee for attending Board and Committee meetings of RNLIC, as approved by the Board</td>
<td>Executive, Independent Director of the Company and will be paid sitting fee for attending Board and Committee meetings of RNLIC, as approved by the Board</td>
<td>Director &amp; Chief Executive Officer of the Company as per terms and conditions of appointment/re-appointment along with details of remuneration, as approved by the Board</td>
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<tr>
<td>Date of first Appointment on Board</td>
<td>NA</td>
<td>NA</td>
<td>August 1, 2014</td>
<td>October 1, 2016</td>
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<tr>
<td>Shareholding in the Company</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
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<tr>
<td>Relationship with other Directors, Manager and other Key Managerial Personnel of the company:</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Number of Board Meetings attended during the financial year 2017-18:</td>
<td>NA</td>
<td>NA</td>
<td>5 Board Meetings</td>
<td>5 Board Meetings</td>
</tr>
<tr>
<td>Other Directorships</td>
<td>1. PTC India Financials Services Limited</td>
<td>1. Nippon Life Asia Pacific (Regional HQ) Pte. Ltd.</td>
<td>Schedule – 1*</td>
<td>NIL</td>
</tr>
<tr>
<td></td>
<td>2. MYTRAH Energy (India) Private</td>
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<tr>
<td>Membership/Chairmanship of Committees of other Boards</td>
<td>1. PTC India Financials Services Limited:</td>
<td>NIL</td>
<td>Schedule – 1*</td>
<td>NIL</td>
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<td></td>
<td>- Nomination &amp; Remuneration Committee – Chairman</td>
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<td>- Risk Management Committee - Member</td>
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<td>2. MYTRAH Energy (India) Private Limited:</td>
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<td></td>
<td>- Audit Committee -</td>
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</tbody>
</table>
°Schedule – 1

The details of directorship and membership in other entities of the Directors – Shri. Rajendra Chitale

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Company</th>
<th>Type of Committee</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Reliance Capital Limited</td>
<td>Audit Committee</td>
<td>Chairman</td>
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<td></td>
<td></td>
<td>Nomination and Remuneration Committee</td>
<td></td>
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<tr>
<td>2.</td>
<td>Reliance General Insurance Company Limited</td>
<td>Audit Committee</td>
<td>Chairman</td>
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<tr>
<td></td>
<td></td>
<td>Risk Management Committee</td>
<td>Member</td>
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<td></td>
<td></td>
<td>Nomination &amp; Remuneration Committee</td>
<td>Member</td>
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<tr>
<td></td>
<td></td>
<td>Investment Committee</td>
<td>Member</td>
</tr>
<tr>
<td>3.</td>
<td>Ambuja Cements Limited</td>
<td>Audit Committee</td>
<td>Chairman</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Management Committee</td>
<td>Chairman</td>
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<tr>
<td></td>
<td></td>
<td>Stakeholders' Relationship Committee</td>
<td>Member</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Risk Management Committee</td>
<td>Chairman</td>
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<td></td>
<td></td>
<td>Corporate Social Responsibility Committee</td>
<td>Member</td>
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<tr>
<td>4.</td>
<td>Hinduja Ventures Limited</td>
<td>Audit Committee</td>
<td>Member</td>
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<td></td>
<td></td>
<td>Nomination and Remuneration Committee</td>
<td>Member</td>
</tr>
<tr>
<td>5.</td>
<td>Hinduja Global Solutions Limited</td>
<td>Audit Committee</td>
<td>Member</td>
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<tr>
<td></td>
<td></td>
<td>Nomination and Remuneration Committee</td>
<td>Member</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Corporate Social Responsibility Committee</td>
<td>Member</td>
</tr>
<tr>
<td>6.</td>
<td>The Clearing Corporation of India Limited</td>
<td>Audit Committee</td>
<td>Chairman</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Committee of Directors for Transfer of Shares</td>
<td>Member</td>
</tr>
<tr>
<td></td>
<td>Committee of Directors for Byelaws, Rules and Regulations</td>
<td>Member</td>
<td></td>
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<td>7.</td>
<td>JM Financial Asset Management Limited</td>
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<tr>
<td></td>
<td>Audit Committee</td>
<td>Member</td>
<td></td>
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<tr>
<td></td>
<td>Investment Advisory Committee</td>
<td></td>
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<tr>
<td>8.</td>
<td>Everest Industries Limited</td>
<td>NIL</td>
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<tr>
<td>9.</td>
<td>Chitale Advisory Services Private Limited</td>
<td>NIL</td>
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<td>10.</td>
<td>Prione Business Services Private Limited</td>
<td>NIL</td>
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<tr>
<td>11.</td>
<td>Cloudtail India Private Limited</td>
<td>NIL</td>
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</tr>
</tbody>
</table>
ATTENDANCE SLIP

(Please fill attendance slip and hand it over at the entrance of the meeting hall)

EIGHTEENTH ANNUAL GENERAL MEETING ON

Friday, July 26, 2019 at 9:00 A.M.

At the Conference Room, Ground Floor, Business Centre, Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai – 400055

Folio No. __________________________

Name of the Shareholder __________________________

Signature of the Shareholder __________________________

(Only Shareholders / Proxies are allowed to attend the meeting)

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue of entrance.

-----------------------------------------------------------cut here-----------------------------------------------------------
**PROXY FORM MGT-11**

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

CIN : U66010MH2001PLC167089

Name of the Company : Reliance Nippon Life Insurance Company Limited

Registered Office : 'H' Block, 1st Floor, Dhirubhai Ambani Knowledge City, Koparkhairne, Navi Mumbai, Maharashtra – 400710, India

<table>
<thead>
<tr>
<th>Name of the Member(s)</th>
<th>:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Registered Address</td>
<td>:</td>
</tr>
<tr>
<td>E-mail Id</td>
<td>:</td>
</tr>
<tr>
<td>Folio no. / Client ID</td>
<td>:</td>
</tr>
<tr>
<td>DP ID</td>
<td>:</td>
</tr>
</tbody>
</table>

I/ We, being the member(s) of _______ Equity shares of above named company, hereby appoint

1. Name:

Registered Address:
E-mail Id:

Signature: ________________________, or failing him / her

2. Name: _______________________

Registered Address:

E-mail Id:

Signature: ________________________, or failing him / her

3. Name: _______________________

Registered Address:

E-mail Id:

Signature: ________________________, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on Friday, 26th day of July, 2019 at 9:00 A.M. at Conference Room, Ground Floor, Business Centre, Reliance Centre Off Western Express Highway, Santacruz (E), Mumbai – 400055 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution 1 : Adoption of Audited Financial Statements for the financial year ended March 31, 2019

Resolution 2 : Appointment of a Director in place of Shri. Ashish Vohra (DIN: 07587724) who retires by rotation and being eligible offers himself for re-appointment

Resolution 3 : Ratify the appointment of Joint Statutory Auditors M/s Pathak H.D. & Associates, Chartered Accountants, ICAI Registration
No. 107783W and to fix their remuneration

Resolution 4 : Appointment of Shri. Santosh B. Nayar (DIN: 02175871) as a Non-executive, Independent Director of the Company

Resolution 5 : Appointment of Shri. Tomohiro Yao (DIN: 08429687) as Non-Executive Director of the Company

Resolution 6 : Re-appointment of Shri. Rajendra Chitale (DIN: 00015986) as Non-executive, Independent Director of the Company

Resolution 7 : Re-appointment of Shri. Ashish Vohra (DIN: 07587724) as Executive Director & CEO of the Company for a term of three consecutive years.

Signed on this ___ of __, 2019

..................................................

Signature of shareholder

..................................................

Signature of the Proxy holder(s)

Note: 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.
Map of the Venue of the Meeting

Reliance Nippon Life Insurance Company Limited

Conference Room, Ground Floor, Business Centre, Reliance Centre, Off Western Express Highway, Santacruz (E), Mumbai – 400055