

Registered & Corporate Office: Reliance Centre,  
5th Floor, Off Western Express Highway,  
Santacruz East, Mumbai - 400 055.

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www.reliancenipponlife.com  
IRDAI Registration No: 121  
CIN: U66010MH2001PLC167089

**RELIANCE NIPPON LIFE INSURANCE COMPANY LIMITED**

(CIN: U66010MH2001PLC167089)

**Registered Office:** Reliance Centre, 5<sup>th</sup> Floor, Off Western Express Highway,  
Santacruz (East), Mumbai 400 055

**Email:** [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com) **Website:** [www.reliancenipponlife.com](http://www.reliancenipponlife.com)

**NOTICE OF THE ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 19<sup>th</sup> Annual General Meeting (AGM) of the Members of Reliance Nippon Life Insurance Company Limited will be held on Monday, July 20, 2020 at 9:00 A.M. (IST), through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), 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, 2020 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. Tomohiro Yao (DIN: 08429687) who retires by rotation and being eligible offers himself for re-appointment.**

3. **Re-appointment of Joint Statutory Auditors M/s Singhi & Co., Chartered Accountants, (ICAI Registration No. 302049E) 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 (“the Act”) 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 re-appoint M/s Singhi & Co., Chartered Accountants, (ICAI Registration No. 302049E) as Joint Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of 19<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 24<sup>th</sup> 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 any one of the Director(s) of the Company, Shri. S.V. Sunder Krishnan, Chief Risk Officer and / or Company Secretary of the Company, 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. Amitabh Jhunjunwala (DIN: 00045174) as a 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 Sections 152,161,164 and any other applicable provisions of the Companies Act, 2013 (“the Act”) 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. Amitabh Jhunjhunwala, (DIN: 00045174), who was appointed as an Additional Director (Category: Non-Executive Director) of the Company, with effect from September 5, 2019, by the Board and who holds office up to the date of this Annual General Meeting, has given his consent and whose candidature for the office of Director has been recommended by the Board Nomination and Remuneration Committee, vide circular resolution dated September 4, 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 the Company Secretary, 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. Jai Anshul Ambani (DIN: 08054558) 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 Sections 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. Jai Anshul Ambani (DIN: 08054558), who was appointed as an Additional Director (Category: Non-Executive Director) of the Company, with effect from October 26, 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 October 25, 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 the Company Secretary, 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. Appointment of Dr. Thomas Mathew (DIN: 05203948), 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 Sections 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), Dr. Thomas Mathew, (DIN: 05203948), who was appointed as an Additional Director (Category: Non-Executive, Independent Director) of the Company, with effect from October 26, 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 October 25, 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 October 25, 2019.

**RESOLVED FURTHER THAT** any one of the Director(s) of the Company, Shri. S.V. Sunder Krishnan, Chief Risk Officer and / or the Company Secretary, 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. Appointment of Shri. Kazuyuki Saigo (DIN: 08748422) as Non-Executive Director of the Company:**

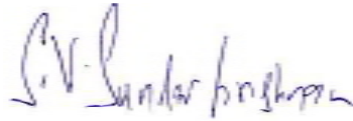
To consider and if thought fit, to pass with or without modifications, the following motion as an **Ordinary Resolution**:

*“**RESOLVED THAT** pursuant to the provisions of Sections 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. Kazuyuki Saigo, (DIN: 08748422), who was appointed as an Additional Director (Category: Non-Executive Director) of the Company, with effect from June 25, 2020 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, through circular resolution dated June 22, 2020 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 the Company Secretary, 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**

A handwritten signature in blue ink, appearing to read 'S.V. Sunder Krishnan', is written over a faint, light blue circular stamp.

**S.V. Sunder Krishnan**

*Chief Risk Officer*

**Place: Mumbai**

**Date: June 15, 2020**

**Registered Office:**

Reliance Centre, 5<sup>th</sup> Floor, Off Western Express

Highway, Santacruz (East), Mumbai 400 055

CIN: U66010MH2001PLC167089

**NOTES:**

- 1) Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
- 2) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide it’s circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and June 15, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 3) The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- 4) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf, by e-mail through its registered e-mail address to [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com)
- 5) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.reliancenipponlife.com](http://www.reliancenipponlife.com). The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note.
- 6) Members attending the AGM through VC / OAVM shall be counted for reckoning the quorum under Section 103 of the Act.

- 7) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 8) 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 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. Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Shri. Tomohiro Yao is enclosed in **Annexure 1**
- 9) Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
- 10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 11) The Company has appointed Shri. Aashish K. Bhatt, Practicing Company Secretary and Shri. Atul Tandon, Member as the Scrutinizers for conducting the poll process in a fair and transparent manner.
- 12) Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our email ID: [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com) This shall help us in sending of notices, annual reports, and other shareholder communications in electronic form.
- 13) **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
  - a. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing us on [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com).

The login details for joining the Annual General Meeting are as follows:



A) Instructions for Laptop Participants

- Open weblink in your chrome browser <https://bluejeans.com/222683892>

- 1) Select join as guest
- 2) Enter meeting ID 222683892
- 3) Enter passcode - leave blank /not required.
- 4) Enter name – your own name.
- 5) Select computer audio.
- 6) Join meeting.

B) Instructions for mobile or tab Participants:

- 1) Please go to Appstore or play store to download the “Blue jeans” app.
- 2) Open app.
- 3) Meeting id 222683892
- 4) Put your name

C) Instructions to join with Polycom or other room system:

- 1) Dial IP 199.48.152.152
- 2) Meeting ID 222683892

Further, the facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

- b. Members who need technical assistance before or during the AGM, can contact on [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com)
- c. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 and amended thereafter, the Company is not required to provide e-voting facility to the members to cast and record their vote for General meetings.

- d. In compliance with the MCA circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the members will have a facility to vote on the proposed agenda matters of the Notice convening the AGM, through “Show of hands” as per section 107 of the Act, unless a demand for Poll is made by any member in accordance with section 109 of the Act.
- e. During the meeting held through VC or OAVM facility, where a poll on any items is demanded, the members shall cast their vote on the resolutions only by e-mail through its registered e-mail address on which they have received the AGM notice to [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com). Poll papers along with the AGM Notice will be sent to the members and the members are requested to cast their vote on the proposed agenda matters as stated in the notice convening the AGM during the meeting and send it to [Sunder.Krishnan@relianceada.com](mailto:Sunder.Krishnan@relianceada.com) through your registered email address.
- f. As per the provisions of Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), it is proposed to re-appoint M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the joint Statutory Auditors of the Company whose term expires at the end of ensuing Annual General Meeting (AGM). The Audit Committee and Board of Directors of the Company have recommended the re-appointment of M/s. Singhi & Co., as joint Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of 19<sup>th</sup> AGM till the conclusion of 24<sup>th</sup> AGM of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in this resolution set out at Item no. 3 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

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

**Annexed to the Notice convening the Nineteenth Annual General Meeting to be held on Monday, July 20, 2020**

**Item No. 4:**

Based on the recommendations of the Board Nomination and Remuneration Committee (the "Committee") and pursuant to Section 161 of The Companies Act, 2013, the Board vide circular resolution dated September 5, 2019 appointed Shri. Amitabh Jhunjunwala as an Additional Director (Category: Non – executive Director) of the Company, with effect from September 5, 2019.

Shri. Jhunjunwala 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. Amitabh Jhunjunwala as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Shri. Amitabh Jhunjunwala aged 63 years, works closely with Chairman of Reliance Capital Limited, Shri. Anil D. Ambani on matters concerning Joint Ventures, global stakeholder relationships, Mergers & Acquisitions, and new growth opportunities. Shri. Jhunjunwala completed his Bachelor of Commerce (Honors) at the University of Delhi in 1975, and qualified as a Chartered Accountant in 1979. He successfully ran his independent consultancy from 1979 till 1993, when he started advising the Reliance Group.

Shri. Jhunjunwala, has been instrumental in setting up Reliance Group's partnerships with, amongst others, Steven Spielberg and DreamWorks Studios, Bloomberg TV, Reuters and Nippon Life Insurance of Japan.

Shri. Amitabh Jhunjunwala has given his declaration that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company. He does not hold any share in the Company as of March 31, 2020.

Requisite Notice under Section 160 of the Act, the Board Nomination and 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. Jhunjhunwala for the office of the Director and consent has been filed by Shri. Jhunjhunwala pursuant to Section 152 of the Act.

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

Shri. Jhunjhunwala does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Shri. Jhunjhunwala 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, financially or otherwise. Shri. Jhunjhunwala 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 at its meeting held on October 25, 2019 appointed Shri. Jai Anshul Ambani as an Additional Director (Category: Non – executive Director) of the Company, with effect from October 26, 2019.

Shri. Jai Anshul Ambani 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. Jai Anshul Ambani as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Shri. Jai Anshul Ambani, aged 24 years old, has graduated in December 2018 from New York University, Stern School of Business, and earned a bachelor's degree in business management. Prior to that, Shri. Jai Anshul Ambani was at the American School and graduated in 2014 completing his IB program. He does not hold any share in the Company as of March 31, 2020.

Shri. Jai Anshul Ambani has given his declaration 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 Nomination and 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. Jai Anshul Ambani for the office of the Director and consent has been filed by Shri. Jai Anshul Ambani pursuant to Section 152 of the Act.

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

Shri. Jai Anshul Ambani does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Shri. Jai Anshul Ambani 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, financially or otherwise. Shri. Jai Anshul Ambani 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:**

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 October 25, 2019 appointed Dr. Thomas Mathew, as an Additional Director (Category: Non – executive, Independent Director) of the Company, with effect from October 26, 2019.

Based on the given background and experience and contributions made by him in the FY 2019-20, the continued association would be beneficial to the Company.

Dr. Mathew 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 Dr. Mathew as a Non-Executive Independent Director of the Company, as set out in the Resolution relating to his appointment.

Dr. Thomas Mathew, aged 64 years, holds a bachelor's honours degree in arts from the University of Delhi and a bachelor's degree in law from Campus Law Centre-II, Faculty of Law. He also holds a master's degree in international relations, a degree of Master of Philosophy, and a degree of Doctor of Philosophy from Jawaharlal Nehru University, New Delhi. He has experience of working with the Ministry of Finance and the Ministry of Defence amongst other. He represented India as the leader of the delegation in several conferences and meetings. He has addressed / presented papers in several fora including those in the United States Department of Defence and Stanford University, USA. He also spearheaded several new reforms in the Ministry of Defence. He published scores of articles, Op-eds, etc. in leading newspapers like the Times of India, Economic Times, The Indian Express, The Hindu, etc. He has also edited book on India-US Strategic Ties. As the Additional Secretary to the 13<sup>th</sup> President of India, Mr. Pranab Mukherjee, he authored two books, "The Winged Wonders of Rashtrapati Bhavan," and "Abode Under the Dome." These books were regularly presented by the Indian President to the visiting Heads of States and other world leaders who called on him. He does not hold any share in the Company as of March 31, 2020.

Dr. Mathew 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 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 Nomination and 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 Dr. Mathew for the office of the Director and consent has been filed by Dr. Mathew pursuant to Section 152 of the Act.

Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Dr. Thomas Mathew is enclosed in **Annexure 1**

Dr. Mathew does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Dr. Mathew 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, financially or otherwise. Dr. Mathew is not related to any of the Directors or Key Managerial Personnel of the Company, financially or otherwise. The Board recommends this Resolution for your approval.

**Item No. 7**

Based on the recommendations of the Board Nomination and Remuneration Committee and pursuant to Section 161 of The Companies Act, 2013, the Board vide circular resolution dated June 23, 2020 appointed Shri. Kazuyuki Saigo as an Additional Director (Category: Non – executive Director) of the Company, with effect from June 25, 2020.

Shri. Kazuyuki Saigo 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. Kazuyuki Saigo as a Non-Executive Director of the Company, as set out in the Resolution relating to his appointment.

Shri. Kazuyuki Saigo holds a Bachelor of Laws, The University of Tokyo, as well as LL.M., University of Michigan Law School, 1995.

Shri. Kazuyuki Saigo is Managing Executive Officer Regional CEO for Asia Pacific Head of India and is responsible for operations in the Asia Pacific. Shri. Kazuyuki has more than 30 years' experience in the life insurance sector.

Shri. Saigo joined Nippon Life in 1988 and since then has held several leadership positions in the Nippon Life Group, including General Manager of Global Business Planning and Global Insurance Business, General Manager – Personnel Dept. and Sales Manager Personnel Department. Also, in the last ten years, Shri. Kazuyuki Saigo has engaged not only in designing and executing overseas business, but also managing insurance sales branch, and so on. He does not hold any share in the Company as of March 31, 2020.

Requisite Notice under Section 160 of the Act, the Board Nomination and 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. Kazuyuki Saigo for the office of the Director and consent has been filed by Shri. Kazuyuki Saigo pursuant to Section 152 of the Act.

Shri. Kazuyuki Saigo has given his declaration that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company.

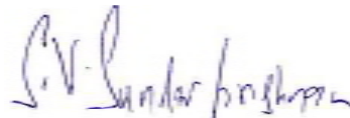
Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Shri. Kazuyuki Saigo is enclosed in **Annexure 1**.

Shri. Kazuyuki Saigo does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Shri. Kazuyuki Saigo 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, financially or otherwise. Shri. Kazuyuki Saigo 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**



**S.V. Sunder Krishnan**

Chief Risk Officer

**Place: Mumbai**

**Date: June 15, 2020**



**ANNEXURE 1 TO THE NOTICE**

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

<b>Name of Director</b>	<b>Shri. Tomohiro Yao</b>	<b>Shri. Amitabh Jhunjunwala</b>	<b>Shri. Jai Anshul Ambani</b>	<b>Dr. Thomas Mathew</b>	<b>Shri. Kazuyuki Saigo</b>
<b>Age</b>	49 years	63 years	24 years	63 years	55 years
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• B.A. (Law) from Kyoto University and an MBA from Wharton School, University of Pennsylvania.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce (Honours) at the University of Delhi in the year 1975,</li> <li>• Chartered Accountant in the year 1979.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelors' degree in Business Management from New York University, Stern School of Business.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor's degree in arts from the University of Delhi and a bachelor's degree in law from Campus Law Centre-II;</li> <li>• Degree of Master of Philosophy; and</li> <li>• A degree of Doctor of Philosophy from</li> </ul>	<ul style="list-style-type: none"> <li>• LL.M., University of Michigan Law School, 1995;</li> <li>• B.A. in law, University of Tokyo, 1988.</li> </ul>

				Jawaharlal Nehru University.	
<b>Experience</b>	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice
<b>Terms and 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</b>	Appointed as Non-Executive Director of the Company and will be paid sitting fee for attending Board and Committee meetings of RNLIC, as approved by the Board	Appointed as Non-Executive Director of the Company and will be paid sitting fees for attending Board and Committee meetings of RNLIC, as approved by the Board	Appointed as Non-Executive Director of the Company and will be paid sitting fees for attending Board and Committee meetings of RNLIC, as approved by the Board	Appointed as Non-Executive, Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of RNLIC, as approved by the Board	Appointed as Non-Executive, Director of the Company and will be paid sitting fees for attending Board and Committee meetings of RNLIC, as approved by the Board

<b>Date of first Appointment on Board</b>	April 24, 2019	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice	Please refer Explanatory Statement annexed to this Notice
<b>Shareholding in the Company</b>	NIL	NIL	NIL	NIL	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	None	None	None	None	None
<b>Number of Board Meetings attended during</b>	4 of 4	2 of 2	1 of 1	1 of 1	NA

<b>the financial year 2019 -20</b>					
<b>Other Directorships</b>	<ol style="list-style-type: none"> <li>1. Great wall of Changsheng Life Insurance Co. Ltd.</li> <li>2. MLC Limited</li> </ol>	NIL	<ol style="list-style-type: none"> <li>1. Kyzer Estate Private Limited;</li> <li>2. Kyzer Pursuits Private Limited;</li> <li>3. Reliance Defence Limited;</li> <li>4. Mandke Foundation;</li> <li>5. Dassault Reliance Aerospace Limited;</li> <li>6. Prime Focus Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. Reliance Capital Limited; and</li> <li>2. Reliance General Insurance Company Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. Nippon Life Asia Pacific (Regional HQ) Pte. Ltd;</li> <li>2. Bangkok Life Assurance Public Company Limited;</li> <li>3. Grand Guardian Nippon Life Insurance Company Limited; and</li> <li>4. Nippon Life India Asset Management Limited.</li> </ol>
<b>Membership / Chairmanship of Committees of</b>	NIL	NIL	<b>Prime Focus Limited: Member of:</b>	<b>(A) Reliance Capital Limited:</b>	<b>Nippon Life India Asset Management Ltd:</b>

<p><b>other Boards</b></p>			<ol style="list-style-type: none"> <li>1. Audit Committee;</li> <li>2. Nomination and Remuneration Committee;</li> <li>3. Stakeholders Relationship Committee; and</li> <li>4. Corporate Social Responsibility (CSR) Committee.</li> </ol>	<p><b>Member of:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee;</li> <li>2. Nomination and Remuneration Committee;</li> <li>3. Stakeholders Relationship Committee; and</li> <li>4. Corporate Social Responsibility (CSR) Committee.</li> </ol> <p><b>(B) Reliance General Insurance Company Limited</b></p> <p><b>Member of:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee;</li> </ol>	<p><b>Member of:</b></p> <ol style="list-style-type: none"> <li>1. Board Nomination &amp; Remuneration Committee</li> <li>2. Board Shareholders' Relationship Committee</li> </ol> <p><b>Chairperson of:</b></p> <ol style="list-style-type: none"> <li>1. Board Corporate Social Responsibility Committee</li> <li>2. Board Risk Management Committee</li> </ol>
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				2. Nomination and Remuneration Committee; and 3. Investment Committee.	
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