

RELIANCE NIPPON LIFE INSURANCE COMPANY LIMITED

(CIN: U66010MH2001PLC167089)

Registered Office: Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC

“G” Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051

Email: Ekta.S.Thakurel@relianceada.com **Website:** www.reliancenipponlife.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Wednesday, March 17, 2021 at 4:00 P.M. (IST), through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following special businesses:

Re-appointment of Prof. Indira Parikh (DIN: 00143801), as a Non-Executive, Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section(s) 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), Prof. Indira Parikh (DIN: 00143801), who was appointed as Independent Director of the Company, and holds office upto March 17, 2021 and who has submitted a declaration confirming she 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 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing her 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 March 18, 2021 up to March 17, 2026 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 Mrs. Ekta Thakurel, 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 above resolution.”

By Order of the Board of Directors

For **Reliance Nippon Life Insurance Company Limited**



Ekta Thakurel

Company Secretary

Place: Mumbai

Date: March 16, 2021

Registered Office:

Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC,

“G” Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051

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 Extra-ordinary General Meeting (“EGM”) is annexed hereto.
- 2) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide it’s circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “EGM” 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 proceedings of the EGM of the Company is being held through VC / OAVM and shall be deemed to be made at Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC, G Block , BKC Main Road, BKC, Bandra East, Mumbai - 400051
- 3) The EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the EGM 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 EGM through VC / OAVM on its behalf, by e-mail through its registered e-mail address to Ekta.S.Thakurel@relianceada.com
- 5) In compliance with the aforesaid MCA Circulars, Notice of the EGM 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 is also available on the Company’s website 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 EGM through VC / OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
- 7) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

- 8) Relevant documents referred in the Notice calling the EGM shall be available on the website of the Company for inspection by the Members, on appropriate request, as per law.
- 9) 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 EGM.
- 10) 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.
- 11) Kindly register your email address and contact details with us, by writing to the Company Secretary at: Ekta.S.Thakurel@relianceada.com. This shall enable us in sending of notices, relevant reports and other shareholder communications in electronic form.
- 12) **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:**
 - a. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and Members who may like to express their views or ask questions during the EGM may register themselves by writing to the Company Secretary at: Ekta.S.Thakurel@relianceada.com.

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

A) Instructions for Laptop Participants

Open weblink in your chrome browser <https://bluejeans.com/172890776>

- 1) Select join as guest
- 2) Enter meeting ID [172890776](https://bluejeans.com/172890776)
- 3) Enter passcode - leave blank /not required.
- 4) Enter name – your own name.
- 5) Select computer audio.
- 6) Join meeting.

B) Instructions for IPAD Participants

- 1) Please go to Appstore or play store to download the “Bluejeans” app.
- 2) Open app.
- 3) Meeting id [172890776](#)
- 4) Enter your name

C) Instructions to join with Polycom or other room system

- 1) Dial IP 199.48.152.152
- 2) Meeting ID [172890776](#)

Further, the facility of joining EGM will be closed on expiry of 15 minutes from the scheduled time of the EGM. Those Members who register themselves as speaker will only be allowed to express views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers and it is at the discretion of the Chairman to decide the order (first come first serve, etc.) and the cut-off depending on the situation and time availability

- b. Members who need technical assistance before or during the EGM, can contact the Company Secretary at: +91-9930931128/ Ekta.S.Thakurel@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 EGM, through Poll 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 EGM notice to Ekta.S.Thakurel@relianceada.com. Poll papers along with the EGM Notice is 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 EGM during the meeting and send it to Ekta.S.Thakurel@relianceada.com through your registered email address.

- f. The relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to Ekta.S.Thakurel@relianceada.com

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

Annexed to the Shorter Notice convening the Extraordinary General Meeting to be held on March 17, 2021

Re-appointment of Prof. Indira Parikh (DIN: 00143801), as a Non-Executive, Independent Director of the Company:

The Shareholders of the Company at the Extraordinary General Meeting held on March 30, 2016, had appointed Prof. Indira Parikh as an Independent Director to hold office up to March 17, 2021. Accordingly, she completes her term as an Independent Director on March 17, 2021 and is eligible for re-appointment for one more term of five years.

As per the recommendations of the Board Nomination & Remuneration Committee (the Committee) and the approval of Board of Directors of the Company through resolutions passed by circulation dated March 4, 2021 and March 5, 2021 respectively and based on her expertise, skills, rich experience, knowledge, continued valued guidance to the management and outcome of the performance evaluation of Prof. Parikh, during her first term of five years and the substantial contributions made by her, it is proposed to seek approval of the Members to re-appoint Prof. Parikh, as a Non – executive Independent Director for a second term of five years w.e.f. March 18, 2021 (without any break in service as an Independent Director). Further, Prof. Parikh shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A declaration has been received from Prof. Parikh that she meets the criteria of Independence prescribed under Section 149 of the Act read with the rules made thereunder. She is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed there under for her appointment as Independent Director and she is independent of the management.

The Company has received a notice in writing, pursuant to Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Prof. Parikh for her appointment to the office of Independent Director.

Prof. Parikh is an M.Ed. from the University of Rochester, New York, USA and received her Doctorate from Gujarat University. She was a faculty at IIM-Ahmedabad for over 30 years and Dean from 2002 to 2005 apart from having taught at INSEAD, Fontainebleau (France) and Texas A&M University. She has specialized in organization development and design, and

institution building. Her detailed profile is enclosed as part of Annexure I to the Explanatory Statement to the Notice.

Prof. Indira Parikh has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Prof. Parikh fulfils the conditions specified in the Act, for her appointment as an Independent Director.

The Company has also received from Prof. Parikh the consent in writing to act as a Director and intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, additional information about Prof. Parikh are attached in Annexure I to this Notice.

Prof. Parikh does not hold any shares in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Prof. Parikh and her relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Special Resolution set forth in the Notice for approval of the Members.

By Order of the Board of Directors

For **Reliance Nippon Life Insurance Company Limited**



Ekta Thakurel

Company Secretary

Place: Mumbai

Date: March 16, 2021

ANNEXURE I TO THE NOTICE

Details of Prof. Indira Parikh pursuant to Secretarial Standard - 2

Name of Director	Prof. Indira Parikh
Age	77 years
Qualifications	M.Ed. from University of Rochester, New York USA; Ph.D. – 1979 Education, Gujarat University
Experience	<p>Prof. Indira Parikh was a faculty at IIM - Ahmedabad for over 30 years and Dean from 2002 to 2005 apart from having taught at INSEAD, Fontainebleau (France) and Texas A&M University. She has specialized in organization development and design, and institution building. Currently, she is the President of Antardisha, a private entity creating a space for individuals and organizations to have a dialogue for self-discovery, and to reflect on past and renew themselves for the future. She is also the Founder President of FLAME, Pune where she has been involved in creating the academic vision of holistic & liberal education and in shaping the institute. She has been a consultant and has conducted diagnostic studies focusing on leadership and institution building in many public, private and multinational organizations.</p> <p>Prof. Parikh has been honored with several lifetime achievement awards both nationally and internationally. She has written numerous articles published in national & international journals and is the co-author/author of several books</p>
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	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
Date of first	March 18, 2016

Appointment on Board	
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Board Meetings attended during the financial year 2020 -21	5 out of 5
Other Directorships	<ol style="list-style-type: none"> 1. Force Motors Limited 2. Johnson Controls –Hitachi Airconditioning India Limited 3. Gujarat International Finance Tec-City Co. Ltd 5. Catallyst Constellations Private Limited 6. Flame – Tao Knoware Private Limited 7. Dalham Knowledge Foundation
Membership / Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. NSDL Ltd - Executive Committee – Member 2. Force Motors Limited - Audit Committee - Member