

Registered & Corporate Office: UNIT NO.401B, 402, 403 &
404, 4TH FLOOR, INSPIRE-BKC
INSPIRE BKC, "G" BLOCK, BANDRA KURLA COMPLEX,
BANDRA EAST, MUMBAI -
400051

T +91 22 4303 1000
F +91 22 4303 5662
nlife.customerservice@relianceada.com
www.reliancenipponlife.com
IRDAI Registration No: 121
CIN: U66010MH2001PLC167089

RELIANCE NIPPON LIFE INSURANCE COMPANY LIMITED

(CIN: U66010MH2001PLC167089)

Registered Office: Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC G Block, BKC Main
Road, BKC, Bandra East Mumbai, Maharashtra 400051.

Tel - +91 22 4303 1000

Email: ekta.s.thakurel@relianceada.com **Website:** www.reliancenipponlife.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the **01/2025-26 Extra-Ordinary General Meeting (EGM)** of the Members of Reliance Nippon Life Insurance Company Limited will be held on Friday, November 28, 2025, at 12 Noon, at Board Room at Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC, G Block, BKC Main Road, BKC, Bandra East Mumbai – 400051 and through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

Special Business:

- 1. Approval for change of name of the Company from "Reliance Nippon Life Insurance Company Limited" to "IndusInd Nippon Life Insurance Company Limited" and subsequent alteration of Name Clause of Memorandum of Association and adoption of new Articles of Association of the Company**

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

"RESOLVED THAT based on the recommendations of the Board of Directors, pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactment thereof for the time being in force) including any applicable provisions of Insurance Regulatory and Development Authority of India ("IRDAI") and subject to the approval of the Central Government, Ministry of Corporate Affairs (power delegated to Registrar of Companies), the IRDAI and any other regulator/government



authority if any, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from “**Reliance Nippon Life Insurance Company Limited**” to “**IndusInd Nippon Life Insurance Company Limited**” as approved by the Central Registration Centre (CRC) for reservation of the name vide its letter dated October 24, 2025 and to substitute new name of the Company wherever it appears in the Memorandum of Association, Articles of Association and other documents of the Company.

RESOLVED FURTHER THAT the Name Clause in the Memorandum of Association be altered accordingly and substituted by the following Clause:

“1. The name of the company is “**IndusInd Nippon Life Insurance Company Limited**”

RESOLVED FURTHER THAT upon issuance of the fresh Certificate of Incorporation by the Registrar of Companies, Mumbai, consequent upon change of name, the name of the Company wherever appearing in the Memorandum of Association and Articles of Association and other relevant documents, papers, and places of the Company, be substituted accordingly.

RESOLVED FURTHER THAT based on the recommendations of the Board of Directors, the revised Articles of Association, which incorporates: (a) amendments required pursuant to the Shareholders Agreement dated March 19, 2025, including but not limited to provisions relating to governance, shareholder rights, committee requirements, nomination of directors, reserved matters, and other regulatory-aligned modifications and (b) amendments consequential to the change in name of the Company be and are hereby approved and adopted with immediate effect subject to all necessary regulatory approval.

RESOLVED FURTHER THAT any Director, Company Secretary, Chief Financial Officer and Principal Compliance Officer of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including but not limited to the Registrar of Companies and IRDAI to effectively implement this resolution and undertake all such necessary steps and to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution without seeking any further approval from the Members of the Company.”

By Order of the Board of Directors

For Reliance Nippon Life Insurance Company Limited

Sd/-

Ekta Thakurel

Company Secretary

Date: November 25, 2025

Place: Mumbai

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the special business of the Notice, is annexed hereto.
- 2) The Ministry of Corporate Affairs ("MCA") vide its General Circular no.14/2020 dated April 8 2020, Circular no.17/2020 dated April 13, 2020, Circular no.22/2020 dated June 15, 2020, Circular no.33/2020 dated September 28, 2020, Circular no.39/2020 dated December 31, 2020, Circular no.10/2021 dated June 23, 2021, Circular no.20/2021 dated December 8, 2021, Circular no.03/2022 dated May 5, 2022 and Circular no.11/2022 dated December 28, 2022, Circular no. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 latest being the General Circular No. 03/2025 dated September 22, 2025 has permitted Companies to hold the EGM through Video Conferencing ("VC") or 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 EGM of the Company will also be held through two-way Video Conferencing facility and the registered office of the Company shall be deemed to be the venue for the EGM.
- 3) In accordance with the aforesaid MCA Circulars, the Notice of the 01/2024-25 EGM is being sent in electronic mode to Members whose e-mail address is registered with the Company. Members may note that the notice will also be 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.
- 4) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company (only for a member who is unable to attend in person). Proxies in order to be valid and effective must be lodged at the registered office of the Company not less than 48 hours before the commencement of meeting in compliance with the Companies Act, 2013.
- 5) Institutional / Corporate Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization, etc., authorizing its representative to attend on their behalf and vote in the EGM through VC / OAVM , through its registered e-mail address to ekta.s.thakurel@relianceada.com or by sending in physical form addressed to the Company Secretary at the Registered Office of the Company. Members attending the EGM through VC / OAVM shall also be counted for reckoning the quorum under Section 103 of the Companies Act, 2013.



- 6) 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 as on the cut-off date will be entitled to vote during the EGM
- 7) The Chairman of the Meeting shall appoint scrutinizer(s), in accordance with Articles of Association of the Company and Section 109 of the Act read with rule 21 of Companies (Management & Administration) Rules, 2014 and amended thereafter for conducting the poll process in a fair and transparent manner.
- 8) Kindly register / update your email address and contact details with us, by writing to us addressed to the Secretarial Department at our email ID: ekta.s.thakurel@relianceada.com. This shall help us in sending of notices and other shareholder communications in electronic form.
- 9) The proceedings of the meeting shall be uploaded on the Company's website at <https://www.reliancenipponlife.com/downloads>.
- 10) The format of the attendance slip is attached herewith. 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 Meeting.
- 11) A Route Map showing directions to reach the venue of the EGM is attached herewith.

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 us in advance via email at ekta.s.thakurel@relianceada.com.

The login details for joining the EGM are as follows:

(Login details including the platform and credentials for joining the meeting shall be sent separately to the participants on their registered email Id)

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 time for each speaker depending upon the availability of time for the EGM.

- b. Members who need technical assistance before or during the EGM, can contact on 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 read with Rule 21 of Companies (Management & Administration) Rules, 2014 and amended thereafter.
- e. During the meeting held through VC or OAVM facility, where a poll on any items is conducted, 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 or by sending physical copies of poll papers to the Registered office address of the Company. Poll papers along with the EGM 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 EGM during the meeting and send it to ekta.s.thakurel@relianceada.com through your registered email address.
- f. The poll process shall be conducted, and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under.
- g. 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)

As required under Section 102(1) of the Companies Act, 2013 ("Act"), the following statement sets out all the material facts relating to the special business as mentioned under the notice.

Agenda No. 1

On March 10, 2025 Reliance Capital Limited transferred 31,10,44,110 equity shares, representing 26% of the Company's paid-up equity share capital to Aasia Enterprises LLP. As a result, Reliance Capital Limited now holds 25% of the Company's equity share capital (29,90,80,875 equity shares), Aasia Enterprises LLP holds 26% of the equity share capital (31,10,44,110 equity shares), and Nippon Life Insurance Company (NLI) continues to hold 49% of the equity share capital of the Company (58,61,98,515 equity shares)

Following this change in shareholding, the Shareholders' Agreement dated March 19, 2025 (SHA) was executed.

In accordance with the SHA and the requirement to reflect the revised ownership structure, it is proposed to change the name of the Company from "Reliance Nippon Life Insurance Company Limited" to "IndusInd Nippon Life Insurance Company Limited" (the proposed name). The Board had authorized filing of the Name Reservation Application with the statutory authorities. Pursuant thereto, IRDAI has issued NOC for the proposed change in name of the Company vide its letter dated October 16, 2025 and the Registrar of Companies, Mumbai vide its letter dated October 24, 2025, has conveyed "no objection" in the availability of the abovementioned changed name of the Company.

Further, the Board of Directors, through Circular Resolution dated November 21, 2025, approved and recommended the proposed change of name together with the consequential alteration of the Name Clause of the Memorandum of Association and adoption of the revised Articles of Association, incorporating amendments pursuant to the SHA dated March 19, 2025. In terms of Sections 13 and 14 of the Companies Act, 2013, the change of name of the Company and corresponding amendments to the Memorandum of Association and Articles of Association require approval of the shareholders by way of a Special Resolution.

A copy of the proposed Memorandum and Articles of Association is available for inspection by the Members during normal business hours on any working day at the registered office of the Company till the date of EGM.

The Board recommends the resolution set forth in agenda no.1 for approval of the shareholders as a special resolution.



None of the Directors, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors
For Reliance Nippon Life Insurance Company Limited

Sd/-
Ekta Thakurel
Company Secretary

Date: November 25, 2025

Place: Mumbai



ATTENDANCE SLIP

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

01/2025-26 Extra Ordinary General Meeting

Friday, November 28, 2025, at 12 Noon

At the Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC G Block, BKC Main Road, BKC,
Bandra East Mumbai Maharashtra 400051 **Tel** - +91 22 4303 1000

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.



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 : Unit Nos.401B, 402,403 & 404,4th Floor, Inspire-BKC G Block,
BKC Main Road, BKC, Bandra East Mumbai City MH 400051

Name of the Member (s)	:	
Registered Address	:	
E-mail Id	:	
Folio no. / Client ID	:	
DP ID	:	

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 01/2025-26 Extra-Ordinary General Meeting of the Company to be held on _____, 2025 at Board Room, Unit No.401B, 402,403 & 404,4th Floor, Inspire-BKC G Block, BKC Main Road, BKC, Bandra East Mumbai City MH 400051 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution 1	:	Approval for change of name of the Company from “Reliance Nippon Life Insurance Company Limited” to “IndusInd Nippon Life Insurance Company Limited” and subsequent alteration of Name Clause of Memorandum of Association and adoption of new Articles of Association of the Company
--------------	---	---

Signed on this _____

.....

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.

Affix
Revenue
Stamp

Route Map

