

**NOTICE OF 9TH EXTRA ORDINARY GENERAL MEETING OF
STAR UNION DAI-ICHI LIFE INSURANCE COMPANY LIMITED**

NOTICE is hereby given that 9th Extra Ordinary General Meeting of members of Star Union Dai-ichi Life Insurance Co. Ltd. will be held on Wednesday, June 17, 2020 at 11:00 a.m. at 11th Floor, Vishwaroop I.T. Park, Plot No.34, 35 & 38, Sector – 30A of IIP, Vashi, Navi Mumbai – 400703 through video conference / other Audio-Visual Means (due to COVID 19 Pandemic) to transact the following business:

SPECIAL BUSINESS:

1. Reappointment of Shri Ramesh Adige as an Independent Director of the Company

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

“**RESOLVED THAT** in supersession of earlier resolution passed, pursuant to the provisions of Section 149 (10)/(11) and 152 of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and other applicable provisions of the Companies Act, 2013, if any, Shri Ramesh Adige (DIN 001001276) be and is hereby reappointed as an Independent Director of the Company for his second term of 3 years effective from June 18, 2020, subject to his compliance with the requirements as prescribed under the Companies Act, 2013 with regards to the Independent Directors and such other provisions as may be applicable, if any, from time to time, and that he shall not be liable to retire by rotation.”

**By order of the Board of Directors
For Star Union Dai-ichi Life Insurance Company Ltd.**

**Sd/-
Rakesh Kumar
Company Secretary**

**Navi Mumbai
May 26, 2020**

Registered Office: 11th Floor , Vishwaroop IT Park,
Plot No. 34, 35 & 38, Sector 30A of IIP,
Vashi, Navi Mumbai-400 703.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Instrument of Proxy, in order to be effective, must be duly completed, stamped and signed, be deposited at the Corporate / Registered Office of the Company not later than 48 hours before the Commencement of the Meeting. A Blank Proxy Form is enclosed.
3. Corporate members are requested to forward a certified true copy of Board Resolution / other supporting document authorizing their representatives to attend and vote at the Annual General Meeting.
4. The Members / Directors / Auditors have the facility to attend the meeting through WEBEX mode (other Audio Visual Means)
5. The Meeting has been convened in compliance to the guidelines issued by Ministry of Corporate Affairs vide general circular number 14/2020 dated April 8, 2020 read with general circular number 17/2020 dated April 13, 2020.

6. For any correspondence, clarification or technical assistance, the Members / Directors / Auditor(s) can approach to the following official:

Ms. Archana Jog
Manager, CS Dept
Contact No.: 9320055562
Email id: archana.kulkarni@sudlife.in

7. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of business set out under item no.1 of the notice are annexed hereto and forms part of this notice.
8. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be maintained under the Companies Act, 2013, will be available for inspection of the Members at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013
IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN NOTICE OF THE 9TH EXTRA ORDINARY GENERAL
MEETING OF THE COMPANY**

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No.1

Shri Ramesh Adige was appointed as an Independent Director of the Company on December 21, 2017 for a term of 3 years or up to the age of 70 years whichever is earlier. Shri Ramesh Adige is completing his age of 70 years on June 18, 2020 and according to the terms and conditions of his appointment he will cease from the directorship of the Company w.e.f. June 18, 2020. Under Companies Act, 2013, there is no age limit prescribed for Independent Director. However, as per internal directive, upper age limit for a director of the Company is 70 years. The Board in its meeting held on May 12, 2020 have given the relaxation of upper limit of 70 years for Shri Ramesh Adige.

Shri Ramesh Adige, during his tenure, has very actively participated in the Board and Committee Meetings of SUD Life and has brought a relevant third perspective to Life Insurance discussions. His Performance was also annually evaluated by other directors and based on his ratings, he is also qualified for his reappointment as an Independent Director of the Company for second term.

He has also expressed his interest for his reappointment as an Independent Director of the Company and submitted his consent letter along with other necessary declarations required as per the provisions of the Companies Act, 2013.

Accordingly, the Board recommends resolution as set out in item no. 1 of the notice for your approval to reappoint Shri Ramesh Adige as an Independent Director of the Company for 2nd term of 3 years w.e.f. June 18, 2020 and will not be liable to retire by rotation. Brief profile of Shri Ramesh Adige is enclosed.

None of the Directors, Key Managerial Personnel and their relatives except Shri Ramesh Adige are, in any way, concerned or interested in the said resolution.

**By order of the Board of Directors
For Star Union Dai-ichi Life Insurance Company Ltd.**

**Navi Mumbai
May 26, 2020**

**Sd/-
Rakesh Kumar
Company Secretary**

Registered Office: 11th Floor , Vishwaroop IT Park,
Plot No. 34, 35 & 38, Sector 30A of IIP,
Vashi, Navi Mumbai-400 703.

ROUTE MAP



Details of the Directors seeking re-appointment in 9th Extra Ordinary General Meeting

Name of Director	Shri Ramesh Adige
DIN No.	00101276
Category of Director	Independent Director
Date of Birth	18th June 1950
Age	70 Years
Qualification	BE (HONS.) & MBA
Experience	He is graduate in Engineering (honours) and post graduate in Business administration. He has experience in Public Affairs & Public Policy, Corporate Strategy, Branding, Corporate Communications, International Trade Policy, Intellectual Property Policy, Banking & Finance and Sales & Marketing. As an Independent director in Syndicate Bank, He has also gained good experience on function of Public Sector Banks. He has total 45 years of Experience .
Date of first appointment on the Board	21-Dec-17
Terms and condition for appointment/re-appointment along with remuneration	<ul style="list-style-type: none"> • Not liable to retire by rotation • Eligible for sitting fee as per Remuneration Policy of the Company
Details of remuneration	Last Drawn - Nil Sought to be paid - Nil (Paying only sitting fee to the Directors)
Shareholding in the Company	Nil
Relationship with other directors/manager/key managerial personnel	NA
Number of Board Meeting attended during the tenure	FY 2017-18 : 2 / 2 FY 2018-19 : 6 / 6 FY 2019-20 : 5 / 5
Other Directorships, Membership/Chairmanship of the Committee of other Board (Following are considered: a. Stakeholder and Audit Committee b. Indian Public Companies and private companies which are subsidiary of Public Companies)	Directorship - Premier ltd Fortis Malar Hospital Ltd Chairmanship - Fortis Malar Hospital Ltd (Audit & stakeholder Committee) Membership -Premier ltd (Stakeholder Committee)

STAR UNION DAI-ICHI LIFE INSURANCE COMPANY LIMITED

Registered & Corporate Office: 11th Floor, Vishwaroop I.T. Park, Plot No. 34, 35 & 38, Sector 30A of IIP, Vashi, Navi Mumbai – 400 703. CIN: U66010MH2007PLC174472

PROXY FORM

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

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/ We being the member of Star Union Dai-ichi Life Ins. Co. Ltd., holding _____ shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

1. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 9th Extra Ordinary General Meeting of members of the Company, to be held on June 17, 2020 at the 11th Floor, Vishwaroop I.T. Park, Plot No. 34, 35 & 38, Sector 30A of IIP, Vashi, Navi Mumbai – 400 703, registered office of the Company at 11:00 a.m., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1	Reappointment of Shri Ramesh Adige (DIN 001001276) as an Independent Director of the Company

Signed this day of..... 2020

Signature of Shareholder

Signature of Proxy holder(s)

Please
Affix Revenue
Stamp Re.1/-

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.

STAR UNION DAI-ICHI LIFE INSURANCE COMPANY LIMITED

Registered & Corporate Office: 11th Floor, Vishwaroop I.T. Park, Plot No. 34, 35 & 38, Sector 30A of IIP,
Vashi, Navi Mumbai – 400 703
CIN: U66010MH2007PLC174472

ATTENDANCE SLIP

9th Extra Ordinary General Meeting – Wednesday, June 17, 2020 at 11:00 a.m.

DP ID No. :

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Regd. Folio No. :

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No. of share :

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I/We hereby record my/our presence at the 9th Extra Ordinary General Meeting of the Company at 11th Floor, Vishwaroop I.T. Park, Plot No. 34, 35 & 38, Sector 30A of IIP, Vashi, Navi Mumbai – 400 703 as a Shareholder/ representative of Corporate Shareholder of the Company.

Name of Member/Proxy
(In block letters)

Signature of Member/Proxy