

**Registered Office: 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg,  
Lower Parel – East, Mumbai – 400013, Maharashtra, India.**  
**Corporate Identity Number - U66010MH2007PLC167164: IRDAI Regn. No. 135**  
**Website: [www.ageasfederal.com](http://www.ageasfederal.com) | Toll free No. +91 22 23029200**

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### **NOTICE OF THE 16<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixteenth Annual General Meeting of Ageas Federal Life Insurance Company Limited will be held on May 17, 2023, Wednesday at 4PM (IST) at the Ageas Federal Life Insurance Company Limited, Board Room, 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel – East, Mumbai – 400013 to transact with or without modification(s), as may be permissible, the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended on March 31, 2023 including Revenue Account, the Profit and Loss Account, Receipts and Payment Accounts (Cash flow statement) and the Balance Sheet together with the reports of the Board of Directors' and of the Joint Statutory Auditors thereon.
2. To declare dividend on equity shares.  
To approve and declare final dividend @ 7.125% on equity shares for the financial year ended March 31, 2023 as recommended by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. Shyam Srinivasan (Director Identification Number: 02274773), Director of the Company who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

4. **Approval for regularisation of appointment of Mr. Mahendra Bhagat as an Independent Director of the Company.**

To consider regularisation of appointment of Additional Director Mr. Mahendra Bhagat as an Independent Director and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all 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) pursuant to the recommendation of Nomination & Remuneration Committee, Mr. Mahendra Bhagat (Director Identification Number: 07492770), who was appointed as an Additional Independent Director by the Board of Directors of the Company w.e.f. November 02, 2022 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Mahendra Bhagat, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company till November 01, 2023 as a first term, not liable to retire by rotation.”

**5. Approval for regularisation of appointment of Mr. Sridar Swamy as an Independent Director of the Company.**

To consider regularisation of appointment Mr. Sridar Swamy as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all 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) pursuant to the recommendation of Nomination & Remuneration Committee, Mr. Sridar Swamy (Director Identification Number: 01122961), who was appointed as an Additional Independent Director by the Board of Directors of the Company w.e.f. November 02, 2022 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Sridar Swamy, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company till the Annual General Meeting of the Company to be held in the year 2025 or the last date on which the Annual General Meeting should have been held in the year 2025, whichever is earlier, not liable to retire by rotation.

**6. Approval for regularisation of appointment of Mr. Sudhin Roy Chowdhury as an Independent Director of the Company.**

To consider regularization of appointment of Mr. Sudhin Roy Chowdhury as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all 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) and pursuant to the recommendation of Nomination & Remuneration Committee, Mr. Sudhin Roy Chowdhury (Director Identification Number: 00075114), who was appointed as an Additional Independent Director by the Board of Directors of the Company w.e.f. November 02, 2022 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Sudhin Roy Chowdhury, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company till the Annual General Meeting of the Company to be held in the year 2024 or the last date on which the Annual General Meeting should have been held in the year 2024, whichever is earlier, not liable to retire by rotation.

**7. Approval for appointment of Mr. Frank Van Kempen as Director of the Company.**

To consider regularisation of appointment of Additional Director Mr. Frank Van Kempen as Non-Executive Director and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee Mr. Frank Van Kempen (Director Identification Number: 10081155), who was appointed as an Additional Non-Executive Director by the Board of Directors of the Company via circular resolution w.e.f. April 13, 2023 and who holds office upto the date of the ensuing Annual General Meeting, and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Frank Van Kempen a candidate for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

**8. Approval for re-appointment of Mr. VG Kannan as an Independent Director of the Company for second term.**

To consider re-appointment of Mr. VG Kannan as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. VG Kannan (Director Identification Number: 03443982), an Independent Director of the Company whose period of office is liable to expire in this Annual General Meeting and who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, Rules made thereunder and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. V G Kannan, be and is hereby re-appointed as an Independent Director of the Company till the conclusion of Annual General meeting to be held in the calendar year 2026 or the last date on which the Annual General Meeting should have been held in the calendar year 2026, whichever is earlier, not liable to retire by rotation.

**9. Approval for re-appointment of Mr. Sreenivasan Prasad as an Independent Director of the Company for second term.**

To consider re-appointment of Mr. Sreenivasan Prasad as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sreenivasan Prasad (Director Identification Number: 00063667), an Independent Director of the Company whose period of office is liable to expire in this Annual General Meeting and who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the

Companies Act, 2013, Rules made thereunder and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Sreenivasan Prasad, be and is hereby re-appointed as an Independent Director of the Company till the conclusion of Annual General meeting to be held in the calendar year 2025 or the last date on which the Annual General Meeting should have been held in the calendar year 2025, whichever is earlier, not liable to retire by rotation.

**10. Approval for re-appointment of Mr. Mahendra Bhagat as an Independent Director of the Company for second term.**

To consider re-appointment of Mr. Mahendra Bhagat as an Independent Director of the Company and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Mahendra Bhagat (Director Identification Number: 07492770), an Independent Director of the Company whose period of office is liable to expire on November 01, 2023 as first term and who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, Rules made thereunder and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Mahendra Bhagat, be and is hereby re-appointed as an Independent Director of the Company till the conclusion of Annual General meeting to be held in the calendar year 2026 or the last date on which the Annual General Meeting should have been held in the calendar year 2026, whichever is earlier, not liable to retire by rotation.

**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) 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 on its

behalf, by e-mail through its registered e-mail address to [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajgaonkar@ageasfederal.com](mailto:Rajesh.Ajgaonkar@ageasfederal.com)

- 3) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or NSDL ("Depositories"). Members may note that the Notice and Annual Report 2022- 23 will also be available on the Company's website [www.ageasfederal.com](http://www.ageasfederal.com). The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note.
- 4) The record date will be May 17, 2023 (i.e., date of the Annual General Meeting of the Company) for the purpose of payment of the final dividend for the financial year ended on March 31, 2023.

The final dividend for the financial year ended on March 31, 2023 at the rate of Rupee 0.7125/- per equity share of face value of Rs. 10 each paid up, as recommended by the Board of Directors, if approved at this General Meeting, will be paid to those Members who hold equity shares of the Company as on record date.

- 5) Payment of Dividend shall be made through ECS/ Banking Channel
- 6) Members may note that the dividend is subject to applicable provisions of the Income Tax Act, 1961 and Rules framed thereunder.
- 7) Item No. 3 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. Accordingly, the Company has determined retiring Director (being Non-Independent Director only) and eligibility for re-appointment of Director under the said provisions. Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India, additional information about Mr. Shyam Srinivasan is enclosed to notice.
- 8) The register of Members, Directors and Key Managerial Personnel and their shareholding in the Company along with all other applicable & mandatory registers are maintained as provided under the Companies Act, 2013. The same will be available for inspection at the registered office of the Company.
- 9) All documents referred to in the Notice and the Explanatory Statement will be available for inspection by the shareholders at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on all working days from the date hereof up to the date of the AGM.
- 10) Any Query relating to Accounts must be sent to the Company's Registered Office at least seven days before the date of Meeting.
- 11) The Annual Report for the 2022-23 along with the notice of the annual general meeting, attendance slip and proxy form is being sent by permitted mode to members. Physical

copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours.

- 12) 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.
- 13) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 14) 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.
- 15) 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.
- 16) **THE COMPANY'S REGISTRAR & TRANSFER AGENT FOR ITS SHARE REGISTRY (ELECTRONIC) IS LINK INTIME INDIA PRIVATE LIMITED ("LINKINTIME/ REGISTRAR/ RTA") HAVING ITS OFFICE AT C 101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI - 400083.**
- 17) Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP). Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- 18) The instrument appointing a Proxy, to be effective, shall be in writing in form MGT-11 duly filled, stamped and shall be signed by the appointer or his/her attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or signed by an officer or an attorney duly authorized by it. It must reach the Company's Registered Office not later than 48 hours before the commencement of the Meeting. The Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on poll.
- 19) The person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- 20) Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 03 days' notice in writing of the intention so as to inspect is given to the Company.
- 21) On a poll taken at the meeting of the Company, a member entitled to more than one vote, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his/her votes OR cast in the same way all the votes s/he uses.
- 22) Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 23) Corporate members intending to nominate their authorized representatives to attend the meeting pursuant to Section 113 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting of the Company, such submissions can be also be submitted on [Corporate.Relations@ageasfederal.com](mailto:Corporate.Relations@ageasfederal.com) and/or [Rajesh.Ajagoankar@ageasfederal.com](mailto:Rajesh.Ajagoankar@ageasfederal.com)

**By order of the Board of Directors**  
**For Ageas Federal Life Insurance Company Ltd.**



**Rajesh Ajgaonkar**  
**Chief Compliance & Legal Officer and Company Secretary**

**ACS10498**

**May 04, 2023**

**Registered Office:**

Ageas Federal Life Insurance Company Limited,  
22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel – East,  
Mumbai – 400013 India  
Email ID: [Rajesh.Ajagoankar@ageasfederal.com](mailto:Rajesh.Ajagoankar@ageasfederal.com)  
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**EXPLANATORY STATEMENT  
(UNDER SECTION 102 OF THE COMPANIES ACT, 2013)**

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

**Item No. 4**

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Mahendra Bhagat as an Additional Independent Director of the Company by passing circular resolution which was approved by majority of the Directors on November 02, 2022.

Mr. Mahendra Bhagat has completed his Bachelor's degree in Fine Arts from Sir J.J. Institute applied arts, Mumbai.

As National Creative Director of Happy mcgarrybowen, he worked with some of the most technologically advanced companies like Flipkart, Netflix, Freshtohome, Embibe and Uber, marrying technology with creativity to help these new-age clients achieve their goals in the digital landscape.

Mr. Bhagat has over 20 years of experience in the marketing and advertising industry. He has worked with multinational ad agencies like J Walter Thompson, SSC&B Lintas, FCB Ulka and MCGarryBowen where he has created campaigns for big brands like Titan, Britannia, ITC Foods, Wipro, Hyundai motors, Godrej and Unilever.

He has been the recipient of national and international awards including Cannes, Clio, New York Festival, London Festival as well as AME (Advertising & Marketing Effectiveness) and has been on the jury of several prestigious Advertising awards.

Under section 161 of the Companies Act, 2013, he holds office up to the date of the ensuing Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Mr. Mahendra Bhagat as a Director of the Company has been received by the Company. Mr. Mahendra Bhagat on the approval of the appointment will hold the office till November 01, 2023 as first term.

In the opinion of the Board of Directors, Mr. Mahendra Bhagat, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and that the proposed director is independent of the management of the Company. The Directors recommend the Resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel, or their relatives, except Mr. Mahendra Bhagat, to whom the resolution relates, is interested or concerned in the resolution.

#### **Item No. 5**

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Sridar Swamy as an Additional Independent Director of the Company by passing circular resolution which was approved by majority of the Directors on November 02, 2022.

Mr. Sridar Swamy is a Chartered Accountant by qualification. After finishing his CA in 1990, he worked as an Investment Banker in Lazard and KPMG. He also did a stint in Lazard London. In KPMG, other than M&A, he also headed the Valuations Practice.

Mr. Sridar Swamy joined the Taj Hotels as Head of M&A where he scouted for global acquisitions for the Taj. He completed the takeover of The Pierre, a historic hotel in New York, from The Four Seasons chain.

He then ran India Advisory Partners, a cross-border advisory company where again he advised clients on cross-border transactions both in India for international clients and outside India for Indian clients.

In 2011, he decided to look for entrepreneurial opportunities and initially started angel investing in different businesses. He has been mentoring these companies since their inception. In 2015, he started a digital company, Madorwat Digital, and in 2017, he started a technology company focused on IOT, Atsuya Technologies.

Under section 161 of the Companies Act, 2013, he holds office up to the date of the ensuing Annual General Meeting of the Company The notice under section 160 of the Companies Act, 2013 as required from the member/Director signifying intention to propose the appointment of Mr. Sridar Swamy as a Director of the Company has been received by the Company. Mr. Sridar holds on the approval of the appointment will hold the office till the Annual General Meeting of the Company to be held in the year 2025 or the last date on which the Annual General Meeting should have been held in the year 2025, whichever is earlier.

In the opinion of the Board of Directors, Mr. Sridar Swamy, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and that the proposed director is independent of the management of the Company. The Directors recommend the Resolution set out in Item No. 5 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel, or their relatives, except Mr. Sridar Swamy, to whom the resolution relates, is interested or concerned in the resolution.

#### **Item No. 6**

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Sudhin Roy Chowdhury as an Additional Independent Director of the

Company by passing circular resolution which was approved by majority of the Directors on November 02, 2022.

Mr. Sudhin Roy Chowdhury majored in Physics (Hons.) from Jadavpur University and did his Master's in Business Administration from IISWBM, Calcutta University, with specializations in Marketing and Finance. He has also completed a Residential Certificate Course in Personal Management and Conflict Resolution from the Asian Institute of Management, in Manila, Philippines along with courses in Marketing Management from IIM Kolkata and ISB Hyderabad and an Insurance course from FALIA in Japan.

Mr. Chowdhury started his career in Life Insurance Corporation of India and progressed up the ladder with postings in Gujarat, Kerala, West Bengal, Orissa, Bihar, and Maharashtra during the course of his career. Amongst his notable postings were stints as CEO & MD of LIC International Bahrain, Zonal Manager in charge of Western Zone of LIC which is the largest zone amongst all the 8 zones, Executive Director (PERSONNEL/ HRD/ OD/ OIC), and finally, Executive Director (Marketing / Product Development).

Post retirement from LIC, Mr. Chowdhury was immediately appointed by the Appointing Committee of the Cabinet of the Govt. of India, as a Regulator in IRDAI (Insurance Regulatory and Development Authority of India) where he was instrumental in looking after the matters of all the Life Insurance Companies in India as well as the Corporate Agents. During his stint at IRDAI, apart from his regulatory role, he also helped develop the life insurance market in the country. After his retirement from IRDAI, Mr. Chowdhury has become an Independent Consultant and an advisor on financial matters including IT, Analytics and Life Insurance.

Mr. Chowdhury brings with him over 40 years of insurance experience as well as two years of Indian and international regulatory experience. He has received the Rajiv Gandhi Sadbhavana Award for being the Best Insurance Executive for the year 2010 and an authority on Insurance Marketing, as well as the 'Global Visionary in Insurance Award' by the Gujarat Chamber of Commerce & Industry.

Under section 161 of the Companies Act, 2013, he holds office up to the date of the ensuing Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Mr. Sudhin Roy Chowdhury as a Director of the Company has been received by the Company. Mr. Sudhin Roy Chowdhury on approval of the appointment, will hold office upto the conclusion of the Annual General Meeting of the Company to be held in the year 2024 or the last date on which the Annual General Meeting should have been held in the year 2024, whichever is earlier as first term.

In the opinion of the Board of Directors, Mr. Sudhin Roy Chowdhury, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and that the proposed director is independent of the management of the Company. The Directors recommend the Resolution set out in Item No. 6 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel, or their relatives, except Mr. Sudhin Roy Chowdhury, to whom the resolution relates, is interested or concerned in the resolution.

**Item No. 7**

The Board of Directors on the recommendation of Nomination & Remuneration Committee had appointed Mr. Frank Van Kempen as an Additional Director of the Company through circular resolution passed by Board of Directors which was approved by majority on April 13, 2023

Frank holds a Master of Marketing from TIAS School for Business and Society, Netherlands and Master in Actuarial Science from University of Amsterdam, Netherlands.

Frank has worked in senior positions for several global insurance companies, prior to his service with Ageas Asia since 2011. He started his career as an actuary in the Netherlands, supporting life insurance companies in Central Europe, before moving to Romania as the Operations Manager for a new life insurance start-up. After this he held senior positions in leading insurance companies in the US and the Netherlands before moving to Asia in 2006. He has wide industry experience in life insurance, both individual and group / pensions across multiple channels. He has also extensive experience in emerging and developing life insurance markets, both in Central Europe and Asia, and has been involved (in both design and implementation) of setting up new insurance entities in various markets. In the last 10 years, Frank has also been involved in general insurance, as he is now also responsible for the regional general insurance development for Ageas in Asia.

Frank is currently the Chief Commercial Officer at Ageas Asia (in Hong Kong) since 2013, where he is part of the Asia management team, and responsible for the commercial support to the Ageas joint ventures in Asia.

He also sits on the boards of the following companies: Ageas Asia Services Limited (Hong Kong), Muang Thai Insurance Public Company Limited (Thailand), WeTherapy Limited (Hong Kong), Etiqa General Insurance Berhad (Malaysia), Etiqa Life Insurance Berhad (Malaysia), Etiqa Insurance Pte. Ltd (Singapore) and Etiqa Offshore Insurance Ltd. (Labuan, Malaysia).

Under section 161 of the Companies Act, 2013, he holds office up to the date of the ensuing Annual General Meeting of the Company. The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Mr. Frank Van Kempen as a Director of the Company has been received by the Company. In the opinion of the Board of Directors, Mr. Frank Van Kempen, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder. The Directors recommend the Resolution set out in Item No. 7 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

No director, Key Managerial Personnel or their relatives, except Mr. Frank Van Kempen, to whom the resolution relates, is interested or concerned in the resolution.

**Item No. 8**

Mr. VG Kannan, Independent Directors of the Company was appointed pursuant to approval of the Members through resolutions passed at the Annual General Meeting of the Company held on May 13, 2021 and the term of his current appointment is expiring in this Annual General Meeting.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 27, 2023 approved and recommended to shareholders for approval re-appointment of Mr. VG Kannan as an Independent Director of the Company for a second term starting from conclusion of this Annual General Meeting till the conclusion of annual general meeting to be held in the calendar year 2026 or the last date on which the Annual General Meeting should have been held in the year 2026, whichever is earlier.

The Board has considered rich experience, knowledge, skills, valuable contribution made to the Company and overall performance evaluation of Mr. VG Kannan and basis that they have recommended her re-appointment to Members of the Company for their approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. VG Kannan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Mr. VG Kannan as a Director of the Company has been received by the Company.

Brief Profile, qualifications, experience, date of appointment on Board, Number of Board Meetings attended during the financial year 2022-23, shareholding in the Company along with Directorship, Membership/Chairmanship of Committees held in other Companies of Mr. VG Kannan are attached along with explanatory statement.

No director, Key Managerial Personnel, or their relatives, except Mr. VG Kannan, to whom the resolution relates, is interested, or concerned in the resolution.

**Item No. 9**

Mr. Sreenivasan Prasad, Independent Directors of the Company was appointed pursuant to approval of the Members through resolutions passed at the Annual General Meeting of the Company held on May 13, 2021 and the term of his current appointment is expiring in this Annual General Meeting.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 27, 2023 approved and recommended to shareholders for approval re-appointment of Mr. Sreenivasan Prasad as an Independent Director of the Company for a second term starting from conclusion of this Annual General Meeting till the conclusion of annual general meeting to be held in the calendar year 2025 or the last date on which the Annual General Meeting should have been held in the year 2025, whichever is earlier.

The Board has considered rich experience, knowledge, skills, valuable contribution made to the Company and overall performance evaluation of Mr. Sreenivasan Prasad and basis that they have recommended his re-appointment to Members of the Company for their approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. Sreenivasan Prasad has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Mr. Sreenivasan Prasad as a Director of the Company has been received by the Company.

Brief Profile, qualifications, experience, date of appointment on Board, Number of Board Meetings attended during the financial year 2022-23, shareholding in the Company along with Directorship, Membership/Chairman ship of Committees held in other Companies of Mr. Sreenivasan Prasad are attached along with explanatory statement.

No director, Key Managerial Personnel, or their relatives, except Mr. Sreenivasan Prasad, to whom the resolution relates, is interested, or concerned in the resolution.

**Item No. 10**

Mr. Mahendra Bhagat, Independent Directors of the Company was appointed pursuant to approval of the Members through resolutions passed at the Annual General Meeting of the Company held on May 17, 2023 and the term of his current appointment is expiring November 01, 2023.

The Board has considered rich experience, knowledge, skills, valuable contribution made to the Company and overall performance evaluation of Mr. Mahendra Bhagat and basis that they have recommended his re-appointment to Members of the Company for their approval.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. Mahendra Bhagat has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director.

The notice under section 160 of the Companies Act, 2013 as required from the member/ Director signifying intention to propose the appointment of Mr. Mahendra Bhagat as a Director of the Company has been received by the Company.

Brief Profile, qualifications, experience, date of appointment on Board, Number of Board Meetings attended during the financial year 2022-23, shareholding in the Company along with Directorship, Membership/Chairman ship of Committees held in other Companies of Mr. Mahendra Bhagat are attached along with explanatory statement.

No director, Key Managerial Personnel, or their relatives, except Mr. Mahendra Bhagat, to whom the resolution relates, is interested, or concerned in the resolution.

**By order of the Board of Directors**



**Rajesh Ajgaonkar**  
**Chief Compliance & Legal Officer and Company Secretary**  
**ACS10498**

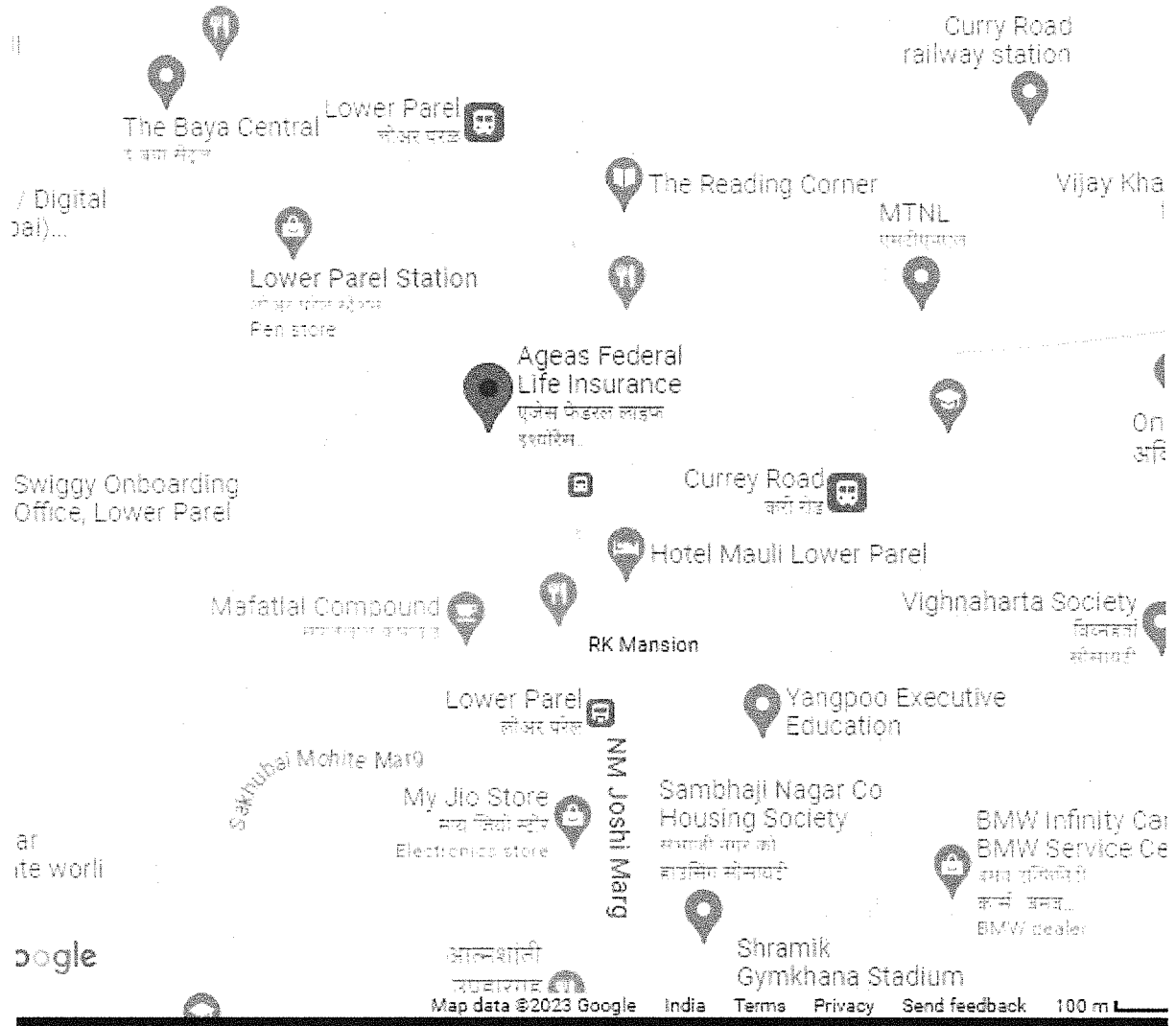
**Registered Office:**  
Ageas Federal Life Insurance Co. Ltd.  
22<sup>nd</sup> Floor, A Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel – East,  
Mumbai – 400013.

May 04, 2023

Email Id: [Rajesh.Ajagoankar@ageasfederal.com](mailto:Rajesh.Ajagoankar@ageasfederal.com)

T: (+91) 022 – 23029200

**Route Map of the Venue of the Annual General Meeting**





**ATTENDANCE SLIP**

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

**SIXTEENETH ANNUAL GENERAL MEETING ON Wednesday, May 17, 2023, at 4 PM  
at the Ageas Federal Life Insurance Co. Ltd., Board Room, 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex,  
N. M. Joshi Marg, Lower Parel – East, Mumbai – 400013, India**

Name of the Shareholder .....

Signature of the Shareholder .....

(only shareholders/proxies are allowed to attend the meeting)

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.*

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**Proxy form**

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

CIN: U66010MH2007PLC167164

Ageas Federal Life Insurance Company Limited

Regd. Office: 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel – East, Mumbai – 400013

**SIXTEENTH ANNUAL GENERAL MEETING**

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

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

1. Name: .....  
 Address: .....  
 E-mail Id:.....  
 Signature: .....

or failing him

2. Name: .....  
 Address: .....  
 E-mail Id:.....  
 Signature: .....

or failing him

3. Name: .....  
 Address: .....  
 E-mail Id:.....  
 Signature: .....

(contd...)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company, to be held on the Wednesday, May 17, 2023 at 04:00 p.m. at Ageas Federal Life Insurance Co. Ltd., Board Room, 22<sup>nd</sup> Floor, "A" Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel – East, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	Consider, receive and adopt the Revenue Account, the Profit and Loss Account and Payment Accounts (Cash flow statement) & the Balance Sheet of the Company for the financial year ending on March 31, 2023 and the Reports of the Directors and of the Joint Statutory Auditors thereon.
2.	To declare dividend on equity shares.
3.	Appointment a Director in place of Mr. Shyam Srinivasan who retires by rotation and being eligible, offers himself for re-appointment.
4.	Approval for regularization of appointment of Mr. Mahendra Bhagat as an Independent Director of the Company.
5.	Approval for regularisation of appointment of Mr. Sridar Swamy as an Independent Director of the Company.
6.	Approval for regularisation of appointment of Mr. Sudhin Roy Chowdhury as an Independent Director of the Company.
7.	Approval for regularisation of appointment of Mr. Frank Van Kempen as Director of the Company.
8.	Approval for re-appointment of Mr. VG Kannan as an Independent Director of the Company for second term.
9.	Approval for re-appointment of Mr. Sreenivasan Prasad as an Independent Director of the Company for second term.
10.	Approval for re-appointment of Mr. Mahendra Bhagat as an Independent Director of the Company for second term.

Signed this.....day of..... 2023

.....

Signature of Shareholder

Signature of Proxy holder(s)

.....

Affix  
Revenue  
Stamp

**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.*

**Details of Directors seeking appointment/re-appointment at the  
16<sup>th</sup> Annual General Meeting**

	<b>Re-appointment due to rotation</b>	<b>Re-appointment for next tenure</b>
<b>Name of Director</b>	Mr. Shyam Srinivasan	Mr. Srinivasan Prasad
<b>DIN</b>	02274773	0063667
<b>Date of Birth (Age)</b>	02/02/1962	30/05/1948
<b>Qualifications</b>	Mr. Shyam Srinivasan is Alumnus of the Indian Institute of Management, Kolkata and Regional Engineering College, Tiruchirapally. He has completed a Leadership Development Program from the London Business School	Mr. Srinivasan Prasad completed his Bachelor's degree in Commerce from the University of Madras and is a qualified Chartered Accountant.
<b>Experience</b>	Mr. Shyam Srinivasan is Managing Director & CEO of Federal Bank since September 2010. He joined Federal Bank, equipped with the experience of leading multinational banks in India, Middle East and South East Asia, where he gained significant expertise in retail lending, wealth management and SME banking. At Federal Bank, he has been instrumental in implementing	Mr. Srinivasan Prasad, After completing his apprenticeship with Brahmayya & Co, Chartered Accountants, Chennai, Mr. Prasad was employed as a finance professional in various capacities for over ten years with two industrial groups in Chennai. He then commenced his independent practice in 1981 and is the Senior Partner of Prasad & Srinath, Chartered Accountants, Chennai. He was associated with one of the largest NBFCs as Statutory Auditor for 20 years. Mr. Prasad practices predominantly in the corporate sector in Audit and Management

	<p>various path-breaking initiatives which include : Increasing the presence and visibility of the Bank to a national level; creating an inherent capability within the Bank to reinvent and re-implement processes - especially the customer-critical ones, initiating the Total Quality Management Journey of the Bank, focusing on under-writing quality at every stage right from credit selection, incubating the human resource potential of the Bank and so on. He continues his mission to create a culture of Ethics and Excellence in the Bank, which he so believes in.</p>	<p>He has handled several leadership positions with State Bank of India (SBI), its subsidiaries &amp; group companies as Managing Director of SBI. Thereafter, Mr. Kannan was Chief Executive of the Indian Banks' Association (IBA), where he led the development of sound and progressive banking principles and worked closely with all banks to find resolutions to various systemic and operational issues by introducing new systems or services in the Banking industry. He was on the governing council of the Indian Institute of Banking &amp; Finance (IIBF). He was also Chairman of an RBI-appointed committee to examine interchange in ATM services and served as a member of another RBI committee on secondary market for corporate loans.</p>	<p>Consultancy. As a part of his practice, he has assisted overseas investors in setting up joint ventures in Tamil Nadu.</p>
<p>Date of Appointment on Board</p>	<ul style="list-style-type: none"> <li>● Appointed as Additional Director with effect from January 17, 2014</li> <li>● Appointment regularized on September 25, 2014</li> </ul>	<ul style="list-style-type: none"> <li>● Appointed as Additional Director with effect from July 24, 2020.</li> <li>● Appointment regularized on May 13, 2021</li> </ul>	<ul style="list-style-type: none"> <li>● Appointed as Additional Director with effect from April 28, 2021</li> <li>● Appointment regularized on May 13, 2021</li> </ul>

Shareholding in the Company	NIL	NIL	NIL
Number of Board Meeting attended during the year	4/5	5/5	5/5
Terms & condition of appointment / re-appointment	Liable to Retire by rotation	Till the Annual General Meeting of the Company to be held in the year 2026 or the last date on which the Annual General Meeting should have been held in the year 2026, whichever is earlier	Till the Annual General Meeting of the Company to be held in the year 2025 or the last date on which the Annual General Meeting should have been held in the year 2025, whichever is earlier
Details of remuneration sought to be paid	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report
Remuneration last drawn	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL	NIL	NIL

Directorship, Membership/ Chairman ship of Committees held in other Companies	2	3	6
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Regularization			
Name of Director	Mr. Mahendra Bhagat	Mr. Sridar Swamy	Mr. Sudhin Roy Chowdhury
	(Regularization & Second-term)		
DIN	07492770	1122961	00075114
Date of Birth (Age)	24/11/1967	28/04/1967	23/02/1952
Qualifications	Mr. Mahendra Bhagat has completed his Bachelor's degree in Fine Arts from Sir J.J. Institute of applied arts, Mumbai	Mr. Sridar Swamy is a Chartered Accountant by qualification. After finishing his CA in 1990, he worked as an Investment Banker in Lazard and KPMG. He also did a stint in Lazard London. In KPMG, other	Mr. Sudhin Roy Chowdhury majored in Physics (Hons.) from Jadavpur University and did his Master's in Business Administration from IISWBM, Calcutta University, with specializations in Marketing and Finance. He has also completed a Residential
			Mr. Frank Van Kempen
			10081155
			23/02/1967
			Mr. Frank Van Kempen holds a master's in marketing from Tilburg University, Netherlands and Master in Actuarial Science from University of Amsterdam, Netherlands.

		<p>than M&amp;A, he also headed the Valuations Practice.</p>	<p>Certificate Course in Personal Management and Conflict Resolution from the Asian Institute of Management, in Manila, Philippines along with courses in Marketing Management from IIM Kolkata and ISB Hyderabad and an Insurance course from FAJIA in Japan.</p>	
<p>Experience</p>	<p>As National Creative Director of Happy mcgarrybowen, he worked with some of the most technologically advanced companies like Flipkart, Netflix, Freshthome, Embibe and Uber, marrying technology with creativity to help these new-age clients achieve their goals in the digital landscape.</p> <p>Mr. Bhagat has over 20 years of experience in the marketing and advertising industry. He has worked with multinational ad agencies like J Walter Thompson, SSC&amp;B</p>	<p>Mr. Sridar Swamy joined the Taj Hotels as Head of M&amp;A where he scouted for global acquisitions for the Taj. He completed the takeover of The Pierre, a historic hotel in New York, from The Four Seasons chain.</p> <p>He then ran India Advisory Partners, a cross-border advisory company where again he advised clients on cross-border transactions both in India for international</p>	<p>Mr. Chowdhury started his career in Life Insurance Corporation of India and progressed up the ladder with postings in Gujarat, Kerala, West Bengal, Orissa, Bihar, and Maharashtra during the course of his career. Amongst his notable postings were stints as CEO &amp; MD of LIC International Bahrain, Zonal Manager in charge of Western Zone of LIC which is the largest zone amongst all the 8 zones, Executive Director (PERSONNEL/ HRD/ OD/ OIC), and finally,</p>	<p>Mr. Van Kempen has worked in senior positions for several global insurance companies, prior to his service with Ageas Asia since 2011. He started his career as an actuary in the Netherlands, before moving to Romania as the Operations Manager for a new start-up. After this he held senior positions in leading insurance companies in the US and the Netherlands before moving to Asia. He has wide industry experience in life insurance, both individual and group (including pension plans) across multiple channels. He has also extensive experience in emerging and</p>



	<p>Lintas, FCB Ulka and McGarryBowen where he has created campaigns for big brands like Titan, Britannia, ITC Foods, Wipro, Hyundai motors, Godrej and Unilever.</p> <p>He has been the recipient of national and international awards including Cannes, Clio, New York Festival, London Festival as well as AME (Advertising &amp; Marketing Effectiveness) and has been on the jury of several prestigious Advertising awards.</p>	<p>clients and outside India for Indian clients.</p> <p>In 2011, he decided to look for entrepreneurial opportunities and initially started angel investing in different businesses. He has been mentoring these companies since their inception. In 2015, he started a digital company, Madorwat Digital, and in 2017, he started a technology company focused on IOT, Atsuya Technologies.</p>	<p>Executive Director (Marketing / Product Development).</p> <p>Post retirement from LIC, Mr. Chowdhury was immediately appointed by the Appointing Committee of the Cabinet of the Govt. of India, as a Regulator in IRDAI (Insurance Regulatory and Development Authority of India) where he was instrumental in looking after the matters of all the Life Insurance Companies in India as well as the Corporate Agents. During his stint at IRDAI, apart from his regulatory role, he also helped develop the life insurance market in the country. After his retirement from IRDAI, Mr. Chowdhury has become an Independent Consultant and an advisor on financial matters including IT, Analytics and Life Insurance.</p>	<p>developing life insurance markets, both in Central Europe and Asia, and has been involved (in both design and implementation) of setting up new insurance entities in various markets. Besides his extensive life insurance experience, he has also been involved in general insurance, like in his early years as an actuary and in the later years at Ageas, where he is now also responsible for the regional general insurance development.</p> <p>Within the Maybank Group, Mr. van Kempen also sits on the boards of Etiqa Offshore Insurance (L) Ltd, Lubuan Malaysia, Etiqa Insurance Pte. Ltd.. Singapore, Etiqa General Insurance Berhad -Malasiya, Etiqa life Insurance Berhad -Malasiya,</p> <p>Besides the Maybank Group, he is currently the Chief Commercial Officer of Ageas Asia, Hong Kong since 2013. He also sits on the</p>
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			boards of several public companies such as Ageas Asia Services Limited, , Muang Thai Insurance Public Company Limited and WeTherapy Limited
		Mr. Chowdhury brings with him over 40 years of insurance experience as well as two years of Indian and international regulatory experience. He has received the Rajib Gandhi Sadbhavana Award for being the Best Insurance Executive for the year 2010 and an authority on Insurance Marketing, as well as the 'Global Visionary in Insurance Award' by the Gujarat Chamber of Commerce & Industry.	
		Appointed as Additional Director with effect from November 02, 2022	Appointed as Additional Director with effect from November 02, 2022
Date of Appointment on Board	Appointed as Additional Director with effect from November 02, 2022	Appointed as Additional Director with effect from November 02, 2022	Appointed as Additional Director with effect from November 02, 2022
Shareholding in the Company	NIL	NIL	NIL
Number of Board Meeting attended during the year	2/2	2/2	NA
Terms & condition of appointment/re-appointment	<ul style="list-style-type: none"> <li>First Tenure till November 01, 2023</li> <li>Second tenure till the Annual General Meeting</li> </ul>	Till the Annual General Meeting of the Company to be held in the year 2025 or the last date on	Retire by rotation.

	of the Company to be held in the year 2026 or the last date on which the Annual General Meeting should have been held in the year 2026, whichever is earlier	which the Annual General Meeting should have been held in the year 2025, whichever is earlier	Annual General Meeting should have been held in the year 2024, whichever is earlier	
Details of remuneration sought to be paid	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board.
Remuneration last drawn	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report	Sitting fees as approved by Board. Details included in Annual report	NA
Relationship with other Directors, Manager and other Key Managerial Personnel's	NIL	NIL	NIL	NIL
Directorship, Membership/Chairmanship of Committees held in other Companies	NIL	6	4	

The details of the directorship and membership in other entities of the Directors seeking appointment/re-appointment/Regularisation at the 16<sup>th</sup> Annual General Meeting are as follows: -

<b>Name of the Director</b>	<b>Name of the Company</b>	<b>Director/ Chairman/Member</b>
Mr. Shyam Srinivasan	The Federal Bank Limited	Managing Director
	Fedbank Financials Services Ltd	Director
Mr. VG Kannan	AU Small Finance Bank Limited	Independent Director
	Investor Services of India Ltd	Director
Mr. Srinivasan Prasad	Aptus Values Housing finance Ltd	Independent Director
	Wheels India Limited	Independent Director
	India Motor Parts and Accessories Limited	Independent Director
	Sundaram Finance Limited	Independent Director
	Royal Sundaram General Insurance Company limited	Independent Director
	Sundaram Finance holdings Limited	Independent Director
Mr. Frank Van Kempen	WIL Car Wheels Limited	Independent Director
	Etiqa general insurance berhad, Malaysia	Vice chairman
	Etiqa life insurance berhad, Malaysia	Director
	Etiqa Offshore insurance(L) Ltd, Labuan, Malaysia	Vice chairman
	Ageas Asia service Ltd, Singapore	Director
	Muang Thai insurance public co. ltd, Bangkok, Thailand	Director
Mr. Sridar Swamy	WeTherapy Limited, Hong Kong	Director
	Cybernoid Healthcare Private Limited	Director
	Atsuya Technologies Pvt Limited	Director
	Madorwat Digital Pvt Limited	Director

Mr. Sudhin Roy Chowdhury	Nile Limited	Director
	Aasan Software Private Limited	Director
	Cosmea General Insurance Limited	Director
	Cosmea Financial Holdings Private Limited	Director
	Peerless Financial Products Distribution Limited	Director
	AVIA Insurance Brokers Pvt. Ltd.	Independent Director.

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