

**NOTICE OF 8TH EXTRA ORDINARY GENERAL MEETING OF
STAR UNION DAI-ICHI LIFE INSURANCE COMPANY LIMITED**

NOTICE is hereby given that 8th Extra Ordinary General Meeting of members of Star Union Dai-ichi Life Insurance Co. Ltd. will be held on Friday, March 27, 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 to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT 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, Smt. Neharika Vohra (DIN 06808439) be and is hereby appointed as an Independent Director for her second term of 3 years effective from March 28, 2020 or up to the date of attaining age of 70 years whichever is earlier, subject to her 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 she shall not be liable to retire by rotation.”

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


Rakesh Kumar
Company Secretary

Navi Mumbai
February 28, 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 / HERSELF 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. Members / Proxies are requested to bring the Attendance Slip duly filled up for attending the Meeting. A copy of Attendance Slip is enclosed.
5. 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.
6. 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 Annual General 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 8TH ANNUAL 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

Smt. Neharika Vohra was appointed as an Independent Director of the Company on March 28, 2017 for a term of 3 years which is completing on March 27, 2020. As per Companies Act, 2013, an Independent Director can be appointed for maximum two terms. Since her appointment, she has actively participated in the Board and Committee Meetings and management has been benefited with her support and guidance. Her performance was also annually evaluated by other directors and based on her rating since her appointment, she is eligible for reappointment for second term as an Independent Director. She has also expressed her interest for her reappointment as an Independent Director of the Company and submitted her consent letter other necessary declarations required as per the provisions of the Companies Act, 2013.

The Nomination & Remuneration Committee has also recommended to the Board / Shareholders for reappointment of Smt. Neharika Vohra as an Independent Director of the Company for second term of 3 years effective from March 28, 2020 or up to the date of attaining age of 70 years whichever is earlier, vide circular resolution dated January 13, 2020. As per the explanation of Section 152(6)(e) of the Companies Act, 2013, Independent Director shall not retire by rotation.

Accordingly, the Board recommends resolution as set out in item no. 1 of the notice for your approval to reappoint Smt. Neharika Vohra as an Independent Director of the Company for 2nd term of 3 years w.e.f. March 28, 2020 or up to the date of attaining age of 70 years whichever is earlier and will not be liable to retire by rotation. Brief profile of Smt. Neharika Vohra is enclosed.

None of the Directors, Key Managerial Personnel and their relatives except Smt. Neharika Vohra 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.**



**Rakesh Kumar
Company Secretary**

**Navi Mumbai
February 28, 2020**

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ROUTE MAP



Details of the Directors seeking re-appointment in 8th Extra Ordinary General Meeting

Name of Director	Smt. Neharika Vohra
DIN No.	06808439
Category of Director	Independent Director
Age	53 Years
Qualification	M.A. (Developmental & Ed. Psychology), M.A. & Ph.D (Social Psychology)
Experience	She is specialist in behavioural science and currently working as Professor in Organizational Behaviour area at IIM Ahmedabad. She holds Ph.D in Social Psychology from University of Manitoba, Canada. Presently serving as Chairperson of Centre for Innovation, Incubation, and Entrepreneurship Initiative (CIIEI) at IIMA. She has total 25 years of teaching experience.
Date of first appointment on the Board	28-Mar-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 : 4 / 5 FY 2018-19 : 5 / 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 - Harsha Engineers Limited Chairmanship - Nil Membership - Nil



Brief Profile

Neharika Vohra

Prof. Neharika Vohra, Professor in Organisational Behaviour at IIM Ahmedabad, holds two post-graduate degrees and first ranker in Graduation and Post-graduation in Psychology in India. She also holds Ph.D in Social Psychology from University of Manitoba, Canada.

Prof. Neharika Vohra has vast experience of over 25 years in MBA teaching, executive education, leadership development programs etc and has authored various books and research papers in top international journals such as Science, American Psychologist, and Journal of Personality and Social Psychology. She has been recipient of various awards and recognition in her professional field including 'Best Teacher Award' by University of Manitoba, 'Young Psychologist Award' by International Union of Psychologists, 'Learning Luminary Award' by OD Roundtable and 'Woman Achievers Award' by FICCI Ladies organization.



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 8th Extra Ordinary General Meeting of members of the Company, to be held on March 27, 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	Appointment of Smt. Neharika Vohra (DIN 06808439) as an Independent Director of the Company

Signed this day of..... 2020

Please
Affix Revenue
Stamp Re.1/-

Signature of Shareholder

Signature of 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.

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CIN: U66010MH2007PLC174472**

ATTENDANCE SLIP

8th Extra Ordinary General Meeting – Friday, March 27, 2020 at 11:00 a.m.

DP ID No.	:	<input type="text"/>
Regd. Folio No.	:	<input type="text"/>
No. of share	:	<input type="text"/>

I/We hereby record my/our presence at the 8th 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