



**MAX LIFE INSURANCE COMPANY LIMITED**

**Registered Office:**

Max House, 1 Dr Jha Marg, Okhla, New Delhi 110020, India  
Tel. +91 124 4121500, Fax: +91 124 6659811, Website: [www.maxlifeinsurance.com](http://www.maxlifeinsurance.com),  
e-mail: [service.helpdesk@maxlifeinsurance.com](mailto:service.helpdesk@maxlifeinsurance.com)  
CIN: U74899DL2000PLC106723

**Notice is hereby given that Extra-ordinary General Meeting of Max Life Insurance Company Limited will be held on 17<sup>th</sup> day, of June, 2016 at 11.30 AM at 2, Rajesh Pilot (South End) Lane, New Delhi 110011 to transact the following as special business:**

**Item No. 1**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Incorporation) Rules, 2014, and subject to the approval of the Ministry of Corporate Affairs and/or such other appropriate offices, the Registered Office of the Company be and is hereby shifted from Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020 i.e. from the jurisdiction of Registrar of Companies, NCT Delhi and Haryana to 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Chandigarh, Punjab -144 533 i.e. to the jurisdiction of the Registrar of Companies, Chandigarh and that existing Clause (II) of the Memorandum of Association of the Company be substituted by the following clause (II):

**“(II) The Registered Office of the Company will be situated in the State of Punjab.”**

**RESOLVED FURTHER THAT** Mr. Rajesh Sud [DIN: 02395182], Executive Vice- Chairman & Managing Director, Mr. Prashant Tripathy, Chief Financial Officer, Mr. Amitabh Lal Das, Chief Legal Officer and Mr. Rajat Bajaj, Company Secretary of the Company be and are hereby severally authorized to execute, verify, sign, affirm and/ or present the applications, petitions, affidavits, power of attorneys and other statements forming part of the application/ petition on behalf of the Company to the Ministry of Corporate Affairs and/or such other appropriate offices, for shifting of the Company's Registered office from Delhi NCR to the State of Punjab, within the jurisdiction of the Registrar of Companies, Chandigarh and to engage professional, consultant, lawyers or any other expert, as may be required to appear and represent the Company in the matter of application/ petition to be filed for the proposed alteration of the situation or the registered office Clause of the Memorandum of Association of the Company.”

**By order of the Board  
For Max Life Insurance Company Limited**

Dated: June 17, 2016  
Place: New Delhi

**Rajat Bajaj  
Company Secretary  
Membership No. ACS17596**

**MAX LIFE INSURANCE CO. LTD.**

3rd,11th & 12th Floor, DLF Square Building, Jacaranda Marg, DLF City Phase -II, Gurgaon - 122002 (Haryana) District - Gurgaon  
T +91-0124-4121500 F +91-0124 6659811 E [Service.helpdesk@maxlifeinsurance.com](mailto:Service.helpdesk@maxlifeinsurance.com) W [www.maxlifeinsurance.com](http://www.maxlifeinsurance.com)  
Corporate Identity Number - U74899DL2000PLC106723, IRDA Reg No - 104

Registered Office: Max House, 1 Dr Jha Marg, Okhla, New Delhi 110 020, India.

1. 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 and the Proxy need not be a Member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the Meeting. A proxy form is enclosed herewith.
2. All documents referred to in the notice and accompanying explanatory statement, are open for inspection in physical or electronic form at the registered office and Corporate Office of the Company on all working days of the Company between 11:00 A.M. to 1:00 P.M. up to the date of Extra –ordinary General Meeting and at the venue of the meeting for the duration of the meeting.
3. Register of directors and key managerial personnel and their shareholding and register of contracts or arrangements in which directors are interested shall be produced at the commencement of the Meeting and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
4. Consents from all the shareholders of the Company have been received for convening the meeting at short notice.
5. Copies of the Memorandum of Association along with duly authenticated list of creditors of the Company has been kept open for inspection at the registered office of the Company during working days and the business hours of the Company.

**By order of the Board  
For Max Life Insurance Company Limited**



**Rajat Bajaj  
Company Secretary  
Membership No. ACS17596**

Dated: June 17, 2016  
Place: New Delhi

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**Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business set out in the notice.**

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The Company's registered office is currently situated at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020. The Management proposes to shift the registered office to 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Chandigarh, Punjab-144 533, for the administrative convenience. The shifting of the registered office will result in shifting the jurisdiction from the Registrar of Companies, NCT Delhi and Haryana, to the jurisdiction of Registrar of Companies, Chandigarh. The shareholders may note that it's holding company i.e. Max Financial Services Limited (formerly Max India Limited) also has its registered office at the same location.

In terms of the provisions of Section 13 of the Companies Act, 2013 approval of the members and thereupon an approval by Ministry of Corporate Affairs and/ or other appropriate authorities shall be required for shifting the Registered Office of the Company from one state to another state.

The Board of Directors recommend passing of the said matter vide special resolution as contained in Item No. 1 of the notice.

None of the Directors and Key Managerial Personnel of the Company are deemed to be interested or concerned in passing of the resolution.

Your Directors, therefore, recommend the above resolution for your approval.

**By order of the Board  
For Max Life Insurance Company Limited**

**Rajat Bajaj  
Company Secretary  
Membership No. ACS17596**

Dated: June 17, 2016  
Place: New Delhi

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**ATTENDANCE SLIP**

**Extra Ordinary General Meeting to be held on held on Friday, June 17, 2016 at 11.30 hrs.**

Name of the attending member (in block letters)	
Folio no.*	
DP Id no./ Client Id no.	
No. of shares held	
Name of Proxy (in block letters, to be filled in if the Proxy attends instead of the member)	

\* Applicable in case of Shares held in Physical Form

I, hereby record my presence at the Extra Ordinary General Meeting to be held on held on Friday, June 17, 2016 at 11.30 hrs.

Member's/Proxy's Signature \_\_\_\_\_

**NOTE:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.

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**FORM NO. MGT-11  
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: U74899DL2000PLC106723**

**Name of the Company: MAX LIFE INSURANCE COMPANY LIMITED**

**Registered Office: Max House, 1, Dr. Jha Marg, Okhla, Delhi-110020**

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ..... Extraordinary general meeting of the Company, to be held on the 17<sup>th</sup> day of June at 11.30 a.m at 2, Rajesh Pilot (South End) Lane, New Delhi 110011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1.....

2.....

Signed this \_\_\_\_\_ day of \_\_\_\_\_ June , 2016.



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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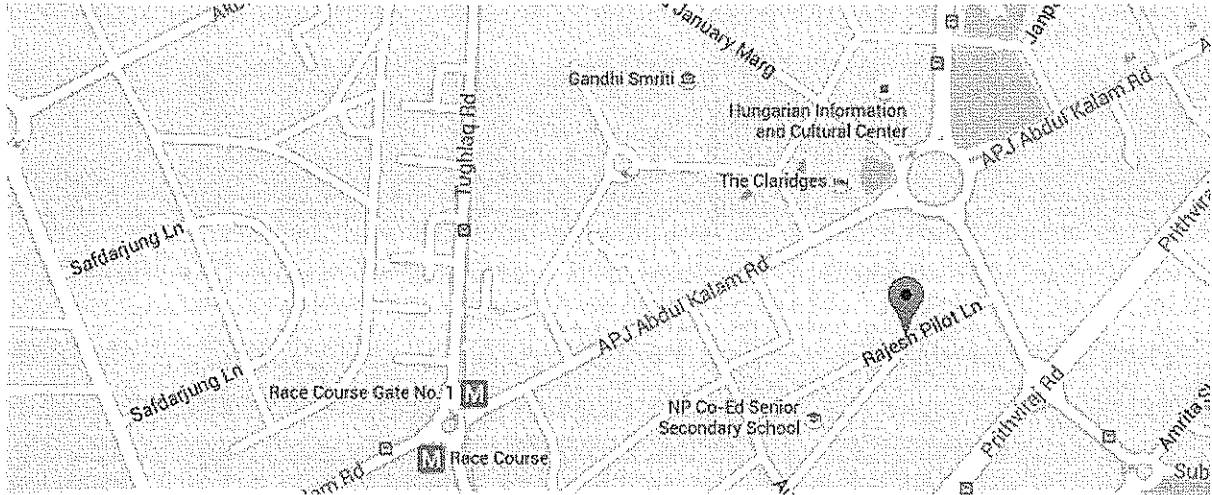
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**Venue Route Map**

Rajesh Pilot Ln

2, South end (Rajesh Pilot) Lane, New Delhi (Landmark -Hotel Claridges)



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