



MAX LIFE INSURANCE COMPANY LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of Max Life Insurance Company Limited will be held at shorter notice on Thursday, January 29, 2015 at 18:00 hrs, at 2, South End (Rajesh Pilot) Lane, New Delhi to transact the following business:

SPECIAL BUSINESS:

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

“**RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013, if any, the engagement with Mr. John Poole to provide the Professional Services to the Company, for a period April 1, 2015 to March 31, 2016 at AUD 2,850/- per day, be and is hereby approved by the shareholders of the Company.”

Dated: January 29, 2015
Place: New Delhi

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

Rajat Bajaj
Company Secretary

Notes:

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. Consents from all the shareholders of the Company have been received for convening the meeting at short notice.
3. All documents referred to in the notice and accompanying explanatory statement, are open for inspection at the registered 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.

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 W 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item no. 1

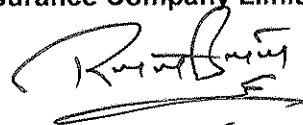
Pursuant provisions of the Companies Act, 2013 the shareholders are required to determine the remuneration payable to a director. Shareholders may note that you have approved the engagement with Mr. John Charles Poole, for a period of 1 (One) year commencing July 1, 2014 to March 31, 2015 at AUD 2,850/- per day, for rendering his professional services. It is proposed to renew the engagement with Mr. John Poole for the period commencing from April 1, 2015 to March 31, 2016 on the same term and conditions. Accordingly the professional fee shall remain constant at AUD 2,850/- per day, towards professional services.

Terms of engagement with Mr. John Poole has been approved by the Board of Directors of the Company.

Your Directors recommend the above resolution as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel, except Mr. John Poole is or may be deemed to be concerned or interested in this resolution.

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



**Rajat Bajaj
Company Secretary**

Dated: January 29, 2015
Place: New Delhi

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FORM NO. MGT-11

EXTRA ORDINARY GENERAL MEETING

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 theAnnual general meeting/ Extraordinary general meeting of the Company, to be held on the day of..... at..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1.....
2.....

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Signed this _____ day of _____ January, 2015.

Affix
Revenue
Stamp

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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