

MAX LIFE PENSION FUND MANAGEMENT LIMITED

Registered Office:

3rd Floor, Plot no. 90C, Sector 18, Urban Estate, Gurugram, Haryana 122 001
Tel. +91 124 4121500, Fax: +91 124 6659811, Website:www.maxlifepensionfund.com,
e-mail: compliance@maxlifepensionfund.com
CIN: U66020HR2022PLC101655

NOTICE OF 2nd ANNUAL GENERAL MEETING

Notice is hereby given that the Second (2nd) Annual General Meeting (“**AGM**”) of the members of Max Life Pension Fund Management Limited (“**Company**”) is scheduled to be held at a shorter notice on Monday, 29th day of April, 2024 at 17:45 hrs IST through video conferencing facility(“**VC**”)/other audio visual means(“**OAVM**”) to transact the following business(es):

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024 together with the report of the Board of Directors and the Auditor’s Report thereon.
2. To appoint a Director in place of Mr. Prashant Kumar Tripathy [DIN: 08260516], who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. **Re-appointment of Statutory Auditors of the Company**

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

RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and the Pension Fund Regulatory and Development Authority (Pension Fund) Regulations, 2015 and applicable guidelines for appointment of Statutory Auditors, M/s Singhi and Co., Chartered Accountants (Firm Registration No. 302049E) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for one year from the conclusion of this Annual General Meeting, until the conclusion of the 3rd Annual General Meeting of the Company for financial year 2024-25, on a remuneration (including terms of payment) fixed by the Board of Directors of the Company, plus all tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company”.

Dated: April 29, 2024
Place: Gurugram

**By order of the Board
For Max Life Pension Fund Management Limited**

**Sd/-
Nikhil Kalra
Company Secretary and Compliance Officer
Membership No. A30323**

Notes:

1. The Members shall note that the Company is going to convene the 2nd Annual General Meeting (“AGM” or “meeting”) through Video Conferencing (“VC”) in compliance with applicable laws read with the General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021, 2/2022 dated 05th May, 2022, 10/2022 dated December 28th, 2022 and 09/2023 dated September 25th, 2023 (hereinafter referred as “circulars”) issued by Ministry of Corporate Affairs (“MCA”) in this regard. The deemed venue of the meeting shall be considered as the Registered Office of the Company situated at 3rd floor, Plot no. 90C, Sector 18, Urban Estate, Gurugram, Haryana 122 001. The framework as prescribed by MCA in said circulars is given below for effective participation of members in following manner:
 - a) Company is convening the 2nd AGM through video conferencing and no physical presence of members, directors, auditors and other eligible persons shall be required.
 - b) Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
 - c) Notice of the AGM is sent through email to all members as on April 29, 2024 i.e. date of 10th Board meeting in which notice is approved, on their registered email ids available with the Company and no physical copy of the same would be dispatched. If any member desires to update his/ her registered email id, may send the request for the same at the following e-mail address of the company i.e. nikhil.kalra1@maxlifeinsurance.com or may contact at (+91) 9891481465.
 - d) Company is providing two-way teleconferencing facility for the ease of participation of the members.
 - e) Members and participants may pose questions, if any, before or concurrently during the meeting through e-mail on the following e-mail address i.e. nikhil.kalra1@maxlifeinsurance.com.
 - f) Members are suggested to cast their vote by show of hands at the meeting.
 - g) The result of voting shall be declared in the meeting and the meeting shall deem to be conclusive after the declaration of result.
2. The dial in details are as follows:

Join Zoom Meeting:
<https://zoom.us/j/93217414406?pwd=ZWgwVTRYTVJSeWdUVVVVKcm04QUVpQT09>

Meeting ID: 932 1741 4406
Passcode: 372844
3. The facility for joining the meeting will be opened at 17:30 hrs IST i.e. 15 minutes before the time scheduled for the meeting and will remain open throughout the proceedings of the meeting. Also, the facility shall not be closed till the expiry of 15 minutes after start of the meeting.
4. Participants may like to connect to Mr. Nikhil Kalra, Company Secretary at (+91) 9891481465 in case any assistance is required pertaining to using the technology before and during the meeting.
5. Members shall further note that since their physical presence has been dispensed with for attending the meeting, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies to attend and cast vote on behalf of a member is not available for this meeting. However, representatives of corporate members may be appointed for the purpose of participation and voting on their behalf in the meeting. Corporate Members intending to attend the meeting through their authorized representative(s) are requested to send to the Company a Certified True Copy of the Board Resolution/ Letter of Authority authorizing their representative(s) to attend and vote on their behalf at the meeting at the following e-mail address of the Company i.e. nikhil.kalra1@maxlifeinsurance.com unless such resolution/ letter has been already shared with the Company.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of special businesses set out above is annexed hereto and forms an integral part of the notice. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of Directors seeking appointment/ re-appointment at this meeting are also annexed as Annexure I.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and any other documents referred to in the notice and accompanying explanatory statement, are open for inspection in electronic form for the duration of the meeting on request from member(s) at the following e-mail address i.e. nikhil.kalra1@maxlifeinsurance.com.
8. The meeting shall be conducted, subject to consent from all the shareholders of the Company have been received for convening the meeting at a shorter notice.
9. Enclosed herewith is the Attendance slip to record the presence of the members/ authorized representatives. Members are requested to fill and share the same through e-mail at the following e-mail address i.e. nikhil.kalra1@maxlifeinsurance.com.

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

Item no. 2

Mr. Prashant Tripathy

A seasoned professional with over two decades of experience across Finance, Organizational Strategy, Operations, Risk Management and Investor Relations, Mr. Prashant Tripathy leads Max Life Insurance Company Limited (“**MLIC**”), the holding company of Max Life Pension Fund Management Limited, as the Managing Director & Chief Executive Officer. Having spent 17 years with MLIC, Mr. Prashant Tripathy was earlier the Chief Financial Officer of the Company, spearheading Financial Management and the Corporate Strategy, as well as playing a critical role in managing Investor Relations and Communications for Max Financial Services Ltd. He joined Max Life as Head of Strategy in 2007 and led all organizational strategic initiatives on growth and profitability.

Prior to joining Max Life Insurance, Mr. Prashant Tripathy was associated with GE and Genpact for eight years in India as well as in the UK. During the early days of his distinguished career, he worked with Tata Steel, Jamshedpur where he was responsible for the operations of a steel plant.

Mr. Prashant Tripathy holds a degree in Chemical Engineering from IIT Kharagpur and is a Post Graduate in Management from IIM Bangalore.

Except, Mr. Prashant Tripathy, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise except to extent of their shareholding, if any, in the respective resolutions as set out as Item No. 2.

Pursuant to the Secretarial Standard - 2, issued by the Institute of Company Secretaries of India, please find the details of Mr. Prashant Tripathy appended in **Annexure I**.

Your Directors recommend the resolution at item no. 2 for your approval.

Annexure-I

Information pursuant to the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, pertaining to Director seeking re-appointment at the 2nd Annual General Meeting:

Name	Mr. Prashant Kumar Tripathy
Age	53
Qualification	As provided above
Experience	As provided above
Date of first appointment on the Board	February 28, 2022
Terms and conditions of appointment or re- appointment	N.A.
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Shareholding in the Company	10 equity shares (as a nominee of Max Life Insurance Company Limited)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	4/4 held during the FY ended March 31, 2024
Other Directorships as on April 29, 2024	Max Life Insurance Company Limited
Membership/ Chairmanship of Committees of the Boards of other companies	Max Life Insurance Company Limited

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ATTENDANCE SLIP

2nd Annual General Meeting held on Monday, April 29, 2024 at 17:45 hrs IST

Name of the attending member (in block letters)	
DP Id no./ Client Id no.	
No. of shares held	

I, hereby record my presence at the 2nd Annual General Meeting of the Company held on Monday, April 29, 2024 at 17:45 hrs IST through video conferencing.

Member's Signature _____

NOTE:

1. Please fill this attendance slip and send the same through e-mail at nikhil.kalra1@maxlifeinsurance.com.
