



Bharti AXA General Insurance Company Limited
Regd. Office: #43, 1st Floor, Hosto Centre, Opp. Imperial Hotel,
Millers Road, Vasanth Nagar, Bangalore- 560052
CIN - U66030KA2007PLC043362
E-mail – amit.raheja@bharti-axa.com Website- www.bharti-axa.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Bharti AXA General Insurance Company Limited will be held *at shorter notice* on Thursday, March 19, 2020 at 4:00 p.m. at Bharti AXA General Insurance Company Limited, Unit No. 1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra-Kurla Complex, Opposite MCA Club, Bandra (E), Mumbai – 400 051, to transact the following business:

AS SPECIAL BUSINESS:

1. To consider, and if thought fit to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of Members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing INR 20,00,00,00,000 (Rupees Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each to INR 40,00,00,00,000 (Rupees Four Thousand Crore) divided into 400,00,00,000 (Four Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and substituted with the following Clause V:

“The Authorised Share Capital of the Company is INR 40,00,00,00,000 (Rupees Four Thousand Crore) divided into 400,00,00,000 (Four Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each”.

**By Order of the Board
For Bharti AXA General Insurance Company Limited**

Amit Raheja
Head- Legal & Compliance and Company Secretary
Membership no.: F5589

Regd. Office:

#43, 1st Floor, Hosto Centre, Opp Imperial Hotel,
Millers Road, Vasanth Nagar, Bangalore- 560052
Date: March 12, 2020

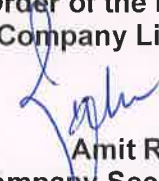


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NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. Proxies in order to be valid and effective must be lodged at the registered office of the company not later than 48 hours before the commencement meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
3. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
4. Proxy form in order to be valid should be deposited at the Registered Office of the Company, at least forty-eight hours before the Meeting.
5. 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 kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company between 10.30 a.m. to 5.30 p.m. on all working days from the date hereof upto the date of the meeting.
6. Route map showing the directions to reach the venue of the Extra-Ordinary General Meeting is given below.

By Order of the Board
For Bharti AXA General Insurance Company Limited


Amit Raheja
Head- Legal & Compliance and Company Secretary
Membership no.: F5589



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

As required under Section 102 of the Companies Act, 2013, the Explanatory Statement sets out all the material facts concerning the Special Business referred to in the accompanying Notice.

Item No. 1:

The existing Authorized Share Capital of the Company is INR 20,00,00,00,000 (Rupees Two Thousand Crore) divided into 200,00,00,000 (Two Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each. In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company. The current Paid up share capital of the Company is INR 18,68,98,12,160 and any further issue of capital would require increase in the existing Authorized Share Capital of the Company.

The Board of Directors, in their meeting held on March 9, 2020, approved the increase in the Authorized Share Capital of the Company to INR 40,00,00,00,000 (Rupees Four Thousand Crore) divided into 400,00,00,000 (Four Hundred Crore only) Equity Shares of INR 10/- (Rupees Ten) each, subject to the approval of the shareholders and necessary regulatory notices / permissions, as applicable. In accordance with provisions of Section 61 of the Companies Act, 2013, the consent of Members of the Company is required to increase the Authorized Share Capital of the Company.

The Board recommends the resolution under the above Item No. 1 for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

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Nagar, Bangalore- 560052

Date: March 12, 2020

By Order of the Board
For Bharti AXA General Insurance Company Limited

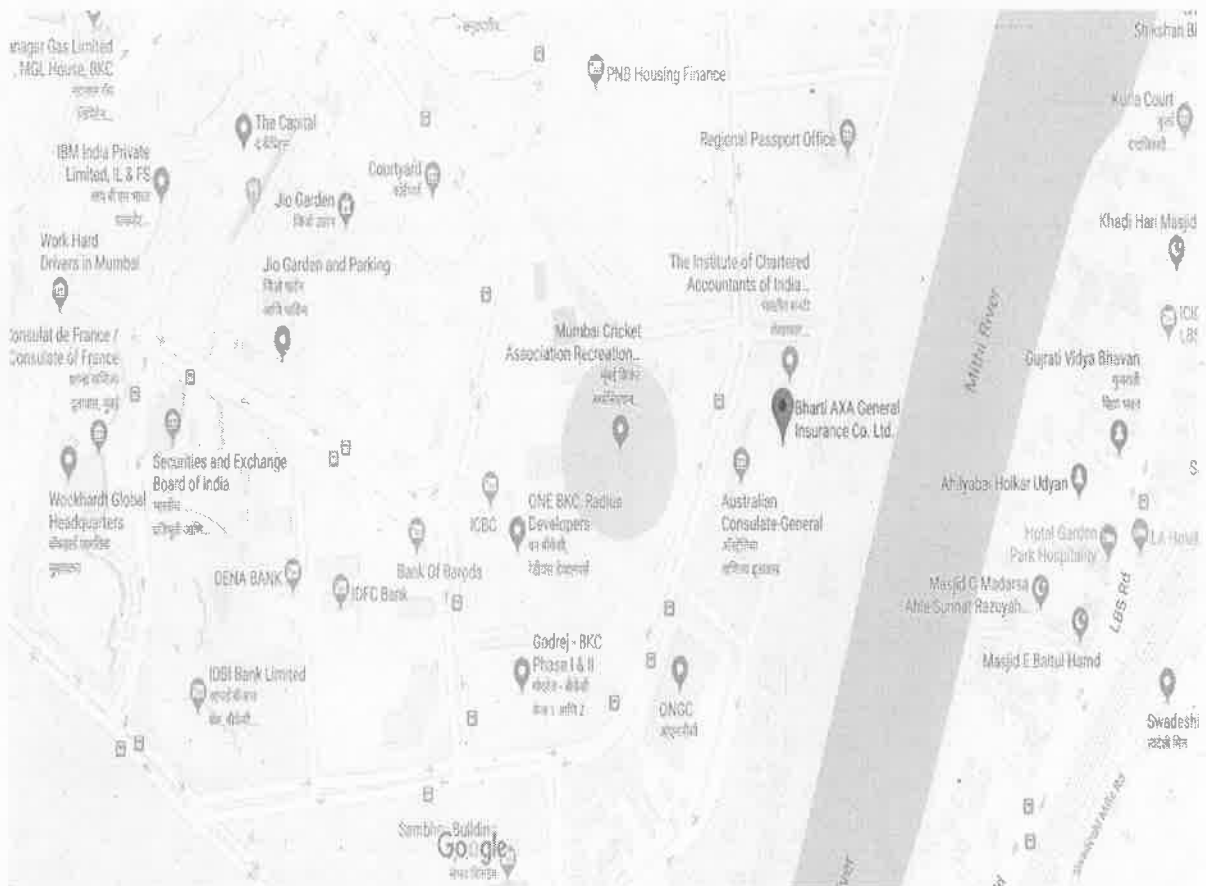
Amit Raheja
Head- Legal & Compliance and Company Secretary
Membership no.: F5589





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ROUTE MAP





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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]

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

I/We, being the member(s) ofshares 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, March 19, 2020 at 4:00 p.m. at Bharti AXA General Insurance Company Limited, Unit No. 1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra-Kurla Complex, Opposite MCA Club, Bandra (E), Mumbai – 400 051 and at any adjournment thereof in respect of the resolution as is indicated below:

Resolution No. 1- Increase in Authorised Share Capital of the Company

Signed this..... day of.....2020



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Signature of shareholder

Affix
revenue
stamp

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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ATTENDANCE SLIP

Regd. Folio No. _____
No. of Shares Held _____
Name of the Shareholder _____
Name of the Proxy _____
Signature of Member/Proxy _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Thursday, March 19, 2020 at 4:00 p.m. at Bharti AXA General Insurance Company Limited, Unit No. 1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra-Kurla Complex, Opposite MCA Club, Bandra (E), Mumbai – 400 051

Signature of Member/Proxy

Note: Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.



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Form No. MGT-12
Polling Paper

(Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21 (1)(c)
of the Companies (Management and Administration) Rules, 2014)

Ballot Paper for the Extra-Ordinary General Meeting of the Company held on Thursday, March 19, 2020 at Bharti AXA General Insurance Company Limited, Unit No. 1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra-Kurla Complex, Opposite MCA Club, Bandra (E), Mumbai – 400 051 at 4:00 p.m.

Particulars	Details
Name of the Member (s)	
Postal address:	
E-mail ID:	
Folio / DP ID – Client ID:	
Class of Shares	Equity
No. of Share(s)	

Resolution No.	Resolution	Ascent	Dissent
1.	Increase in Authorised Share Capital of the Company		

Signed this _____ day of _____ Two Thousand Twenty

Signature of Share Holder: _____



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THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101 (1) of Companies Act, 2013]

To
The Board of Directors
Bharti AXA General Insurance Company Limited
#43, 1st Floor, Hosto Centre,
Opp. Imperial Hotel, Millers Road,
Vasanth Nagar, Bangalore- 560052

I _____ resident of _____ holding
_____ equity share of INR 10/- in the Company, hereby give consent,
pursuant to Section 101 (1) of the Companies Act, 2013, to hold the Extra-Ordinary
General Meeting on Thursday, March 19, 2020 at 4:00 p.m. at a shorter notice.

Date: _____