



Bharti AXA General Insurance Company Limited

Regd. Office: 43, 1st floor, Hosto Centre, Opp. Imperial Hotel, Millers Road, Vasanth Nagar,
Bangalore – 560 052

CIN - U66030KA2007PLC043362

E-mail – amit.raheja@bharti-axa.com Website- www.bharti-axa.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that *subject to the consent of the shareholders*, the Extra-Ordinary General Meeting of the Members of Bharti AXA General Insurance Company Limited will be held *at a shorter notice* on **Friday, the 21st day of August 2020 at 7:30 p.m.** through Video Conferencing (“VC”) pursuant to Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (MCA) to transact the following business at a shorter notice:

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modifications thereof and subject to the approval of Regional Director, South East Region, IRDAI and/ or any authority(ies) as may be prescribed from time to time, the consent of the Members be and is hereby accorded for shifting of the Registered Office of the Company from the state of Karnataka to the state of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted with the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution and delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of directors or any other officer(s) of the Company to give effect to the aforesaid resolution.”

Registered Office

43, 1st floor, Hosto Centre,
Opp. Imperial Hotel, Millers Road,
Vasanth Nagar,
Bangalore – 560052

Place: Mumbai

By Order of the Board of Directors

Date: August 21, 2020

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



NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circulars dated April 13, 2020 and April 8, 2020 has permitted Companies to hold the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.

Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
4. 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. The said Resolution/ Authorisation should be sent to the Company Secretary by email to the designated email id amit.raheja@bharti-axa.com
5. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice will also be available on the Company's website www.bharti-axa.co.in
6. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the EGM is held through VC, Route Map is not annexed in this Notice.
8. Facility of joining the EGM through VC will open 15 minutes before the time scheduled for the EGM and will remain open 15 minutes after such scheduled time.
9. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request in advance on the designated email of the Company i.e. amit.raheja@bharti-axa.com
10. The proceedings of the Meeting will be recorded and Transcript will be maintained in safe custody of the Company. The said transcript will be uploaded on the website of the Company.



11. Members desirous to inspect the documents pertaining to the resolutions proposed at the meeting and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, may write to the Company on its designated mail id amit.raheja@bhartiata.com

➤ **For participation:**

The Company has provided Google meet (Video Conference facility) for participation in the meeting by Members.

- **Google Meet Meeting ID** - meet.google.com/hdc-wuym-hkt
- Members may contact Amit Raheja, Company Secretary on helpline No: +91-9910410032 or email id: amit.raheja@bhartiata.com for any assistance with using the technology before or during the meeting.

➤ **Voting**

- Sahana Rao, Practicing Company Secretaries has been appointed as the Scrutinizers to scrutinize the voting through poll at the Extra-Ordinary General Meeting in a fair and transparent manner.
- Members may cast their vote when poll is demanded on the designated email id bsahanarao@gmail.com
- The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast through poll and submit the Report to the Chairman who shall countersign the same.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 under Special Business:

At present, the Registered Office of the Company is situated in the state of Karnataka and the Corporate Office to oversee the day to day operations of the Company is situated in the state of Maharashtra. In the year 2017, the Company shifted its corporate office from Bangalore to Mumbai. The corporate office of the Company is located at Parinee Crescenzo, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

The Board of Directors of the Company, in view of administrative convenience, approved the shifting of the Registered Office of the Company from the state of Karnataka to the state of Maharashtra, in its meeting held on August 21, 2020, subject to the approval of Shareholders, IRDAI, Regional Director, South East Region and such other authorities as may be required.

The shifting of Registered Office is in the best interest of the Company, Shareholders and all concerned parties and will not be detrimental to the interest of Members of the public, Shareholders, Creditors, Debenture-holders or Employees, in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13, and all other applicable provisions, if any, of the Companies Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the registered office from one State to another and Alteration of Clause II of the Memorandum of Association of the Company requires the approval of the Members of the Company by means of a Special Resolution.

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

The resolution as set out in item no. 1 of this Notice is accordingly commended for your approval as a Special Resolution.

Registered Office

43, 1st floor, Hosto Centre,
Opp. Imperial Hotel, Millers Road,
Vasanth Nagar,
Bangalore – 560052

Place: Mumbai

By Order of the Board of Directors

Date: August 21, 2020

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



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 Friday, the 21st day of August, 2020 at 7:30 p.m. through Video Conferencing	
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)	

I/We hereby exercise the voting right in respect of Special Resolution enumerated below by recording the assent or dissent to the said resolutions as are indicated below:

Resolution No.	Resolution	Ascent	Dissent
Special Business			
1.	Shifting of Registered Office of the Company from the State of Karnataka to the State of Maharashtra		

Signed this _____ day of _____ Two Thousand Twenty

Signature of Share Holder: _____



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
Friday, August 21, 2020 at 7:30 p.m. at a shorter notice.

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Date: _____