



Bharti AXA General Insurance Company Limited
Regd. Offc: The First Floor, The Ferns Icon, Survey No.28, Doddanekundi,
Off Outer Ring Road, Bangalore - 560 037
CIN - U66030KA2007PLC043362
E-mail – info@bharti-axagi.co.in Wbsite- www.bharti-axagi.co.in

NOTICE

Notice is hereby given that the 7th Annual General Meeting of the members of Bharti AXA General Insurance Company Limited will be held on **Wednesday the 02nd day of July 2014** at the registered office of the Company at Ferns Icon, First Floor, Survey No. 28, Next to Akme Ballet, Doddanekundi, Off Outer Ring Road, Bangalore- 560 037 at 12: 00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as on 31st March, 2014, the Revenue Accounts, the Profit and Loss Account and the Cash-flow Statement for the financial year ended as on that date, along with the report of Management, Directors' and Auditors' thereon.
2. To re-appoint retiring auditors M/s B.K Ramadhyani & Company, Chartered Accountants (Regn No. 002878S), as Auditors to hold office till the conclusion of fourth consecutive Annual General Meeting of the Company from the conclusion of this Meeting and fix their remuneration.
3. To re-appoint retiring auditors M/s B. K. Khare & Company, Chartered Accountants (Regn No. 105102W), as Auditors to hold office till the conclusion of Third consecutive Annual General Meeting of the Company from the conclusion of this Meeting and fix their remuneration.
4. To appoint a Director in place of Mr. Lalit Ahluwalia, who retires by rotation at this Annual general Meeting and who being eligible has offered himself for reappointment.
5. To appoint a Director in place of Dr. Amarnath Ananthanarayanan, who retires by rotation at this Annual general Meeting and who being eligible has offered himself for reappointment.

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 relevant provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Christophe Stephane Knaub (DIN- 06797001), who was appointed as an Additional Director by the Board on 12th February, 2014 and whose term as an Additional Director expires at this Annual General Meeting but in respect of whom the Company has received a notice under section 160 of the Companies Act 2013 along with the requisite



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deposit from a member proposing Mr. Christophe Stephane Knaub as a candidate for the office of Director of the Company and who is eligible for appointment to the said office, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"RESOLVED THAT, pursuant to the relevant provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Manoj Kumar Kohli (DIN-00162071), who was appointed as an Additional Director by the Board on 07th March, 2014 and whose term as an Additional Director expires at this Annual General Meeting but in respect of whom the Company has received a notice under section 160 of the Companies Act 2013 along with the requisite deposit from a member proposing Mr. Manoj Kumar Kohli as a candidate for the office of Director of the Company and who is eligible for appointment to the said office, be and is hereby appointed as Director of the Company liable to retire by rotation."

3. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bharat Sumant Raut (DIN 00066080), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office till the conclusion of 11th Annual General Meeting of the Company."

4. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jitender Balakrishnan (DIN 00028320), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office till the conclusion of 11th Annual General Meeting of the Company."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF ONESELF AND THE PROXY NEED NOT BE A MEMBER.**



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2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Proxy form in order to be valid should be deposited at the Registered Office of the Company, duly completed signed and stamped, at least forty-eight hours before the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a Certified True Copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Members are requested to keep the Company immediately informed of any change in their respective mailing addresses.
6. The Members desirous of any information on the accounts are requested to write to the company at least a week before the Meeting so as to enable the Management to keep the information ready. The replies will be provided only at the Meeting.
7. Duplicate attendance slips shall not be issued at the Annual General Meeting venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of Annual General Meeting.

Registered Office:

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First Floor, Ferns Icon, Survey No. 28
Next to Akme Ballet, Doddanekundi,
Off Outer Ring Road
Bangalore- 560 037

By Order of the Board of Directors

Place: Bangalore
Date: 20th June, 2014

Company Secretary



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**EXPLANATORY STATEMENT UNDER SECTION
102 OF THE COMPANIES ACT 2013**

Item No. 1 under Special Business:

Mr. Christophe Stephane Knaub (DIN – 06797001) was appointed by the Board on 12th February, 2014 as an Additional Director of the Company to hold office up to the date of the 7th Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with requisite deposit from a member nominating Mr. Knaub for the position of Director of the Company. Your Directors are of the opinion that the services rendered by Mr. Knaub are invaluable to the Company and therefore the Board recommends his appointment as the Director of the Company.

Item No 2 under Special Business:

Mr. Manoj Kumar Kohli (DIN-00162071) was appointed by the Board on 07th March, 2014 as an Additional Director of the Company to hold office up to the date of the 7th Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with requisite deposit from a member nominating Mr. Kohli for the position of Director of the Company. Your Directors are of the opinion that the services rendered by Mr. Kohli are invaluable to the Company and therefore the Board recommends his appointment as the Director of the Company.

ITEM No 3 under Special Business:

Mr. Bharat Sumant Raut (DIN - 00066080) is a Non-Executive and Independent Director of the Company, associated with the Company since 12th March, 2010.

Mr. Raut is the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee and Risk Management Committee of the Board of Directors of the Company.

Mr. Raut has more than 38 years' experience in practice as an accountant/lawyer, extensively in the field of tax advisory, tax compliance and tax litigation.

Mr. Raut does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Raut, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term upto the conclusion of 11th Annual General Meeting of the Company. In the opinion of the Board, Mr. Raut fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the



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Company and is independent of the management. Copy of the draft letter for appointment of Mr. Raut as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raut as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Raut as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Bharat Sumant Raut, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

ITEM No 3 under Special Business:

Mr. Jitender Balakrishnan (DIN-00028320) is a Non-Executive and Independent Director of the Company, associated with the Company since 01st June, 2010.

Mr. Balakrishnan is a member of the Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Balakrishnan holds a degree in Mechanical Engineering and Post Graduate Diploma in Management from Bombay University. He has wide experience in sectors like Oil and Gas, Refineries, Power, Telecom, Airports, Roads, Ports, Steel, Cement, fertilizers, Petrochemicals, Hotel, Pharmaceuticals, paper. He was the Deputy Managing Director of IDBI Bank.

Mr. Balakrishnan does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Balakrishnan, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term upto the conclusion of 11th Annual General Meeting of the Company. In the opinion of the Board, Mr. Balakrishnan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Balakrishnan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Balakrishnan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Balakrishnan as an Independent Director, for the approval by the shareholders of the Company.



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Except Mr. Jitender Balakrishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Registered Office:

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By Order of the Board of Directors

Place: Bangalore
Date: 20th June,2014

Company Secretary



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PROXY FORM

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED

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Name of the Member (s)	
Registered address:	
E-mail ID:	
Folio / DP ID – Client ID:	

I/We _____ being 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, or failing him;

as my/our proxy to attend and vote for me/us on my/our behalf at the 7th Annual General Meeting of the Company to be held on Wednesday the 02nd day of, July 2014 at 12:00P.M. at First Floor, Ferns Icon, Survey No. 28, Next to Akme Ballet, Doddanekundi, Off Outer Ring Road, Bangalore- 560 037 at and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the year ended March 31, 2014		
2.	Re-appointment of M/s B.K Ramadhyani & Company, Chartered Accountants (Regn No. 002878S) as Auditors of the Company for the FY 2014-15		
3.	Re-appointment of M/s B. K. Khare & Company, Chartered Accountants (Regn No. 105102W) as Auditors of the Company for the FY 2014-15		
4.	Re-appointment of retiring Director Mr. Lalit Ahluwalia, who being eligible has offered himself for reappointment		
5.	Re-appointment of retiring Director Dr. Amarnath Ananthanarayanan, who being eligible has offered himself for reappointment		
Special Business			
6.	Appointment of Mr. Christophe Stephane Knaub (DIN- 06797001) as Director liable to retire by Rotation		
7.	Appointment of Mr. Manoj Kumar Kohli (DIN-00162071) as Director liable to retire by Rotation		
8.	Appointment of Mr. Bharat Sumant Raut as an Independent Director till conclusion of 11 th Annual General Meeting of the Company		
9.	Appointment of Mr. Jitender Balakrishnan as an Independent Director till conclusion of 11 th Annual General Meeting of the Company		

Signed this _____ day of _____ Two Thousand Fourteen.

Signature of Share Holder: _____

Signature of Proxy holder (s): _____

Notes:

This Proxy Form duly completed should be deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for holding 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 7th Annual General Meeting of the company to be held on Wednesday the 02nd day of July, 2014 at First Floor, Ferns Icon, Survey No. 28, Next to Akme Ballet, Doddanekundi, Off Outer Ring Road, Bangalore- 560 037 at 12:00 P.M.

Signature of Member/Proxy

Note:

1. Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Shareholder/Proxy holder are requested to bring their copy of the Annual Report at the Meeting.