



EXTRA ORDINARY GENERAL MEETING

NOTICE

Notice is hereby given that Extra Ordinary General Meeting of the members of the Company be held on Monday, the 24th day of February, 2014 at The First Floor, The Ferns Icon, Survey No.28, Doddanekundi, Off Outer Ring Road, Bangalore - 560 037 India at 10:00 A.M. to transact the following business:

SPECIAL BUSINESS:

1. Ordinary Resolution: Alteration of Clause V (i) of the Memorandum of Association

“**RESOLVED that**, pursuant to Section 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 or the notified sections of Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs.10 billion (Rs.1000 Crore only) divided into 1000 Million Equity Shares of Rs.10/- each to Rs.12.50 billion (Rs.1250 Crore only) divided into 1250 Million Equity Shares of Rs.10/- each.

RESOLVED FURTHER that, the existing clause of V (i) of the Memorandum of Association dealing with Share Capital be and is hereby substituted by the following clause:

V (i) The Authorized Share Capital of the Company is Rs.12,500,000,000/- (Rupees One Thousand Two Hundred and Fifty Crore) divided into 1,250, 000, 000 (One Hundred Twenty Five Crore Only) Equity Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER that any Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to incur expenses, make the necessary applications and filings with the Statutory authorities and to do all such acts, deeds and things as may be necessary to give effect to the above alteration.”

By Order of the Board of Directors

Date: 17th, February, 2014

BHARTI AXA GENERAL INSURANCE CO. LTD.

Ashish Sarma
Company Secretary



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EXPLANATORY STATEMENT UNDER SECTION 173 (2)

ITEM1. Ordinary Resolution: Alteration of Clause V (i) of the Memorandum of Association

Currently the Authorized capital of the Company is Rs.1000 Crore. Out of the said Authorized Equity Capital of Rs.1000 Crore, the capital is issued to the extent of Rs.976.55 Crore. To fulfill the capital requirement of the Company, additional capital would be required which is intended to be met by way of equity capital. Accordingly, it is proposed that the Authorized Capital be increased by a further Rs.250 Crore, amending Clause V (i) of the Memorandum of Association (by way of an Ordinary Resolution) in terms of relevant provisions of the Companies Act, 1956 viz., Section 16 and the relevant notified provisions under Companies Act,2013.

None of the Directors or the key managerial personnel of the Company or their relatives are concerned or interested, whether financially or otherwise in the Resolution.

By Order of the Board of Directors

Date: 17th, February, 2014

BHARTI AXA GENERAL INSURANCE CO. LTD.


Ashish Sarma
Company Secretary