



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 Friday, November 30, 2018 at 11.30 A.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. Issue of Debentures by way of Private Placement

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') Approval Letter issued by IRDAI dated September 25, 2018, the Foreign Exchange Management Act, 2000 read with rules and regulations made thereunder and the Articles of Association of the Company, the members of the Company be and hereby accord their in-principle consent to the Board of Directors to issue in one or more tranches and/or series, the unsecured, unlisted/ listed, subordinated, fully paid-up, redeemable Non-Convertible Debentures ('NCDs'), denominated in Indian rupees, aggregating to a maximum amount of INR 35 Crores (Rupees Thirty Five Crores only) to eligible persons, under one or more private placement offer letter as may be issued by the Company on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, including without limitation, the determination of the terms of the issue including timing of the issue(s), the class of investors to whom the NCDs are to be issued, number of NCDs,



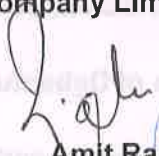


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tranches, allotment of NCDs and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), executive(s), officer(s) or representatives(s) of the Company or to any such person to and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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:
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Date: November 15, 2018






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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



Date: November 15, 2018



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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 Board of Directors of the Company in its meeting held on November 15, 2018 approved the issue of unsecured, unlisted/ listed, subordinated, fully paid-up, redeemable Non-Convertible Debentures (“NCDs”) upto INR 35 Crores, subject to approval of shareholders, in one or more tranches and on such terms and conditions and at such price(s) in compliance with the regulatory requirements, if any, and as may be finalized by the Board. The amount outstanding under these NCDs shall at all times be within the overall borrowing limit specified under Section 180(1)(c) of the Companies Act, 2013. Each of the NCDs shall be issued at par and the coupon rate of the same shall be in compliance with the in principle approval provided by IRDAI dated September 25, 2018. The funds raised through private placement of NCDs shall be utilized towards capital funding requirements of the Company, and for such other corporate purposes as may be permitted under the applicable laws.

In terms of the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, the Company is allowed to raise other forms of capital up to 25% of the total paid up equity share capital and securities premium.

Accordingly, subject to necessary regulatory approvals and other considerations, the Company is proposing to issue and allot unsecured, unlisted/ listed, subordinated, fully paid-up, redeemable non- convertible Debentures for an aggregate amount not exceeding Rs. 35 Crores (Rupees Thirty Five Crores only) to eligible persons, on a private placement basis.

As per section 180 (1) (c) of the Companies Act, 2013, the Company may borrow up to the aggregate of its paid-up share capital and free reserves without the specific





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approval of the Members. The aggregate borrowings post issuance of Debentures would be within the limits as permitted under the said section and hence approval of the Members for increase in borrowing limits is not required.

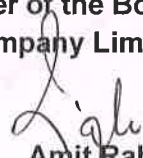
The relevant documents, resolutions passed at the Board/ Committee Meetings and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 A.M. to 01.00 P.M. on all working days (Monday to Friday) up to the date of holding the Extra-Ordinary General Meeting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under the above Item No. 1 for approval of the members as a Special Resolution.

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

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


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



Registered Office:

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
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Date: November 15, 2018





suraksha ka
naya nazariya

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ROUTE MAP

11/13/2016

Hosto Centre - Google Maps

Google Maps Hosto Centre



Map data ©2016 Google 100 m

<https://www.google.com/maps/place/Hosto+Centre/@12.9956628,77.591451,17z/data=!4m5!1m2!1m1!1s%2343,+1st+Floor,+Hosto+Centre,+Opp.+Imperial+Hotel,+Millers+Road,+Vasanth+Nagar,+Bangalore,+5600...>





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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]**
CIN: U66030KA2007PLC043362

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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 the November 30, 2018
at 11:30 AM 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- Issue of Debentures by way of Private Placement





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Signed this..... day of.....2018

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 November 30, 2018 at 11:30 AM at Bharti AXA General Insurance Company Ltd, 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.



