



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 Wednesday, January 29, 2020 at 11:00 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. 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 Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Ms. Uma Relan (DIN 07087902), Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office from the conclusion of this Extra-Ordinary General Meeting for a term of five consecutive years effective from February 11, 2020 to February 10, 2025."

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,
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Date: January 23, 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

Date: January 23, 2020





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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:

Ms. Uma Relan (DIN: 07087902) is a Non-Executive and Independent Director of the Company, associated with the Company since February 11, 2015 and she was appointed as Independent Director of the Company for a period of 5 years as per the provisions of the Companies Act, 2013 and her term as Independent Director expires on February 10, 2020.

Ms. Uma Relan is also member of the Board Audit and Compliance Committee, Investment Committee and Risk Management Committee of the Board of Directors of the Company.

Ms. Uma Relan specializes in Consumer Credit and spent much of her career with Citigroup working in multiple geographies, various banking disciplines and diverse product groups. She worked in Dubai for 6 years as head of credit for the Gulf region where she successfully launched the first credit card portfolio in UAE. The bulk of her career has been with Citigroup's consumer business where she was the principal architect of the growth story in several markets across the globe. She has the distinction of being a Level 1 Senior Credit Officer (the most senior credit designation in Citibank) for both commercial and retail lending.

Ms. Uma Relan does not hold by herself 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, Ms. Uma Relan, being eligible and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term from the conclusion of this EGM up to five consecutive years. In the opinion of the Board, Ms. Uma Relan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the



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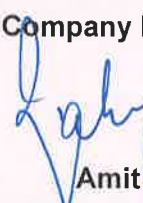
management. A copy of the draft letter for re-appointment of Ms. Uma Relan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. (Monday to Friday)

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

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

None of the Directors, except Uma Relan, 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:

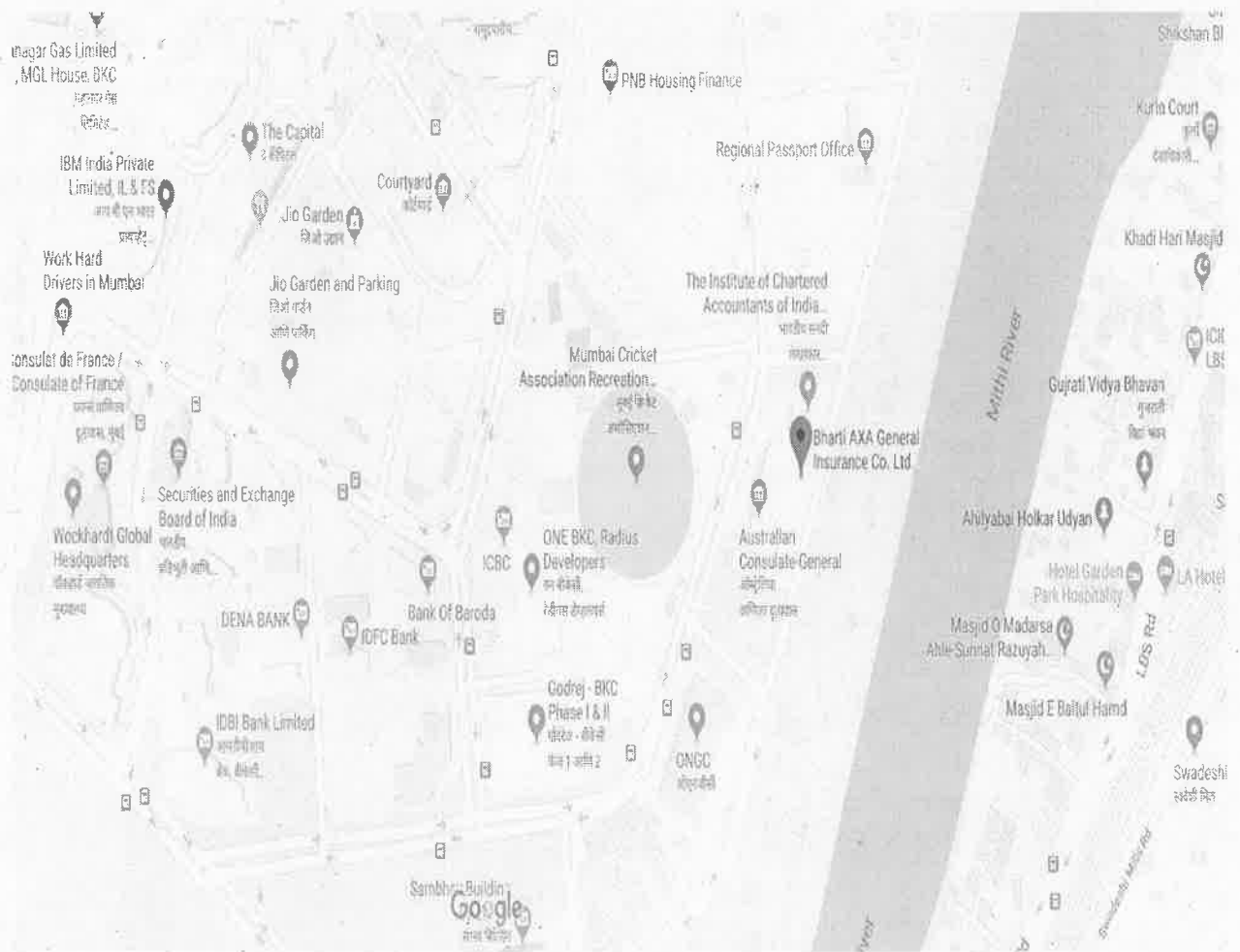
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ROUTE MAP





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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 Wednesday, January 29, 2020 at 11:00 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 and at any adjournment thereof in respect of the resolution as is indicated below:

Resolution No. 1- Re-appointment of Ms. Uma Relan as an Independent Director

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 Wednesday, January 29, 2020 at 11:00 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

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 Wednesday, January 29, 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 11:00 a.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.	Re-appointment of Ms. Uma Relan as an Independent Director		

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 Rs. 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 January 29, 2020 at 11:00 a.m. at a shorter notice.

Date: _____