



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 Website- www.bharti-axagi.co.in

NOTICE

Shorter Notice is hereby given that the 9th Annual General Meeting of the members of Bharti AXA General Insurance Company Limited will be held on **Friday the 26th day of August, 2016** 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 12:30 PM to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet of the company as on 31st March, 2016, 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, Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Akhil Gupta, (DIN- 00028728) who retires by rotation and being eligible, offered himself for reappointment.
3. To appoint a Director in place of Mr. Jean Louis Christian M Laurent JOSI, (DIN- 07101738) who retires by rotation and being eligible, offered himself for reappointment.
4. To appointment of Joint Auditors and fix their remuneration, and in this to regards, to consider and if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, and guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, the appointment of M/s B.K Ramadhyani & Co. LLP, Chartered Accountants, ICAI Registration no. 002878S/S200021 as joint Statutory Auditors of the Company for the financial year 2016-17 be and is hereby ratified.

RESOLVED FURTHER THAT pursuant to Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, and guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors M/s M P Chitale & Co., Chartered Accountant, ICAI Registration No.101851W be and are hereby appointed as Joint Statutory Auditors of the Company to conduct the Audit from the conclusion of the ensuing Annual General Meeting till conclusion of 14th Annual General Meeting of the Company, subject to ratification by the Members at every



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Annual General Meeting to be held during the period and conduct the audit of for the financial year 2016-17; in place of retiring Auditors M/s G M Kapadia, Chartered Accountants, ICAI Registration no. 104767W G M Kapadia, have not sought for ratification of appointment as Auditors at the ensuing meeting due to other commitments.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Audit Committee, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration to be paid to the Joint Statutory Auditors."

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 provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Ms. Amelie Marie Breitburd nee Belge (DIN- 06609124), who was appointed as an Additional Director by the Board on 30th July, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term as an Additional Director expires at this Annual General Meeting, and in respect of whom the Company has received a written notice under section 160 of the Companies Act 2013 along with the requisite deposit from a member proposing Ms. Amelie Breitburd who is eligible for appointment to the said office, be and is hereby appointed as Non-Executive 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 provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Rahul Bhatnagar (DIN- 07268064), who was appointed as an Additional Director by the Board on 01st September, 2015, in terms of Section 161 of the Companies Act, 2013 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. Rahul Bhatnagar who is eligible for appointment to the said office, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation."



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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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Jean Paul Dominique Louis Drouffe (DIN- 07373856), who was appointed as an Additional Director by the Board on 01st January, 2016, in terms of Section 161 of the Companies Act, 2013 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. Jean Drouffe who is eligible for appointment to the said office, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation."

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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Mukesh Hassanand Bhavnani (DIN- 03595080), who was appointed as an Additional Director by the Board on 30th June, 2016 in terms of Section 161 of the Companies Act, 2013 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. Mukesh Hassanand Bhavnani who is eligible for appointment to the said office, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation."

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.**
2. 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.



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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:

Directors

Bharti AXA General Insurance Company Ltd
First Floor, Ferns Icon, Survey No. 28
Next to Akme Ballet, Doddanekundi,
Off Outer Ring Road
Bangalore- 560 037

Place: Bangalore

Date: 18th August, 2016

By Order of the Board of

Company Secretary



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Items No. 1 to 4 under Special Business:

The following directors were appointed by the Board as an Additional Director of the Company to hold office up to the date of the 9th 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 the member(s) nominating the said additional directors for the position of Director of the Company. Your Directors are of the opinion that the services rendered by the additional Directors will be invaluable to the Company and therefore the Board recommends their appointment as the Directors of the Company.

<u>DIN</u>	<u>Name of the Director</u>	<u>Designation for Appointment</u>	<u>Date of Original appointment</u>
06609124	Amelie Marie Breitburd nee Belge	Non-Executive Director	30-Jul-15
07268064	Rahul Bhatnagar	Non-Executive Director	1-Sep-15
07373856	Jean Paul Dominique Louis DROUFFE	Non-Executive Director	1-Jan-16
03595080	Mukesh Hassanand Bhavnani	Non-Executive Director	30-Jun-16

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are concerned or interested in the above said Resolutions (1 to 4 under special business) except the individual directors to the extent of their respective directorships in the Company.

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Date: 18th August, 2016

By Order of the Board of Directors

Company Secretary



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PROXY FORM

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 9th Annual General Meeting of the Company to be held on Friday the 26th day of August 2016 at 12:30 PM 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, 2016		
2.	Re-appointment of retiring Director Akhil Gupta, who being eligible has offered himself for reappointment		
3.	Re-appointment of retiring Director Jean Louis Christian M Laurent JOSI, who being eligible has offered himself for reappointment		
4.	To appoint Joint Statutory Auditors		
Special Business			
1.	Appointment of Ms. Amelie Marie Breitburd nee Belge as Non-Executive Director liable to retire by Rotation		
2.	Appointment of Mr. Rahul Bhatnagar as Non-Executive Director liable to retire by Rotation		
3.	Appointment of Mr. Jean Paul Dominique Louis Drouffe as Non-Executive Director liable to retire by		



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	Rotation		
4.	Appointment of Mr. Mukesh Hassanand Bhavnani as Non-Executive Director liable to retire by Rotation		

Signed this _____ day of _____ Two Thousand Sixteen

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 9th Annual General Meeting of the Company to be held on Friday the 26th day of August 2016 at 12:30 PM at First Floor, Ferns Icon, Survey No. 28, Next to Akme Ballet, Doddanekundi, Off Outer Ring Road, Bangalore- 560 037

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.



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Form 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)

Bollot Paper for the 9th Annual General Meeting of the Company held on 26th August, 2016.	
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 Ordinary/ Special Resolution enumerated below by recording the assent or dissent to the said resolutions as are indicated below:

Resolution No.	Resolution	Assent	Dissent
Ordinary Business			
1.	Adoption of Financial Statements for the year ended March 31, 2016		
2.	Re-appointment of retiring Director Akhil Gupta, who being eligible has offered himself for reappointment		
3.	Re-appointment of retiring Director Jean Louis Christian M Laurent JOSI, who being eligible has offered himself for reappointment		
4.	To appoint Joint Statutory Auditors		
Special Business			
1.	Appointment of Ms. Amelie Marie Breitburd nee Belge as Non-Executive Director liable to retire by Rotation		
2.	Appointment of Mr. Rahul Bhatnagar as Non-		



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	Executive Director liable to retire by Rotation		
3.	Appointment of Mr. Jean Paul Dominique Louis DROUFFE as Non-Executive Director liable to retire by Rotation		
4.	Appointment of Mr. Mukesh Hassanand Bhavnani as Non-Executive Director liable to retire by Rotation		

Signed this _____ day of _____ Two Thousand Sixteen.

Signature of Share Holder: _____