



**Bharti AXA General Insurance Company Limited**  
Regd. Off: 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](mailto:info@bharti-axagi.co.in) Wbsite- [www.bharti-axagi.co.in](http://www.bharti-axagi.co.in)

### NOTICE

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the members of Bharti AXA General Insurance Company Limited will be held on **Monday the 01<sup>st</sup> day of June 2015** 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 P.M. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet of the company as on 31<sup>st</sup> March, 2015, 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. Rakesh Bharti Mittal, who retires by rotation at this Annual general Meeting and who being eligible has offered himself for reappointment.
3. To appoint a Director in place of Ms. Gaelle Marie Blandine Olivier, who retires by rotation at this Annual general Meeting and who being eligible has offered herself 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 & Company, Chartered Accountants, ICAI Registration no. 002878S/S200021 as joint Statutory Auditors of the Company for the financial year 2015-16 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 G M Kapadia, Chartered Accountants, ICAI Registration no. 104767W, be and are hereby appointed as Joint Statutory Auditors of the Company in place of retiring Auditors M/s B K Khare & Co., Chartered Accountants, Regn No. 105102W who have not sought for ratification of appointment as Auditors at the ensuing meeting due to other engagements, to hold office from the conclusion of the ensuing Annual general Meeting till conclusion of 13<sup>th</sup> Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting to be held during the period.



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*"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 relevant provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Milind Chalisgaonkar (DIN- 00057579), Interim CEO & Managing Director who was appointed as an Additional Director by the Board on 06<sup>th</sup> October, 2014, 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. Milind Chalisgaonkar 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 FURTHER THAT pursuant to the provisions of Section 34A of Insurance Act, 1938, Section 196 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Insurance Act, 1938 (including any statutory modification or re-enactment thereof for the time being in force), the applicable Rules and Regulations made thereunder and the approval provided by IRDAI vide its Letter No. FNA/GAX/LR/003/2014-15/60 dated 19th November, 2014 to the appointment of Mr. Milind Chalisgaonkar (DIN- 00057579) as Interim CEO & MD of the Company and the remuneration payable to him, the Members hereby approve the following terms and conditions for appointment of Mr. Chalisgaonkar as Interim CEO & MD effective 19<sup>th</sup> November, 2014 till the period as approved by IRDAI from time to time, including his re-appointment as such Interim CEO & MD on the same terms and conditions:*

SI No.	Component	Amount
1.	Basic Salary	INR 7,500,000 per annum
2.	Special Allowance	INR 7,500,000 per annum
3.	Employer's contribution to PF	INR 900,000 per annum



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4.	Car allowance	INR 45,000 per annum
5.	Discretionary bonus	20% of Basic Salary + Special Allowance (to be pro-rated for the duration of appointment and to be based on achieving the objectives agreed for the position of the interim CEO & MD)
6.	Insurance Cover	Insurance cover for life and medical to be provided under the Company group life, PA and medical policies.

**RESOLVED FURTHER** the Company hereby approve that the above remuneration shall be payable to Milind Chalisgaonkar, Interim CEO & Managing Director as minimum remuneration even in the case of loss or inadequacy of profits.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above said resolution, including making necessary filing before the IRDAI and other authorities.”

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 34A of Insurance Act, 1938, Section 196 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), Insurance Act, 1938 (including any statutory modification or re-enactment thereof for the time being in force), the applicable Rules and Regulations made thereunder and the approval provided by Insurance Regulatory Development Authority of India (IRDAI) vide its letter No. FNA/GAX/LR/004/2014-15/85 dated March 16, 2015 the separation package of INR 22,627,981/- (Rupees Twenty-Two Million Six Hundred Twenty-Seven Thousand Nine Hundred Eighty One) provided to Dr. Amarnath Ananthanarayanan, the outgoing CEO & MD of the Company be and is hereby ratified and approved by the Company.”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above said resolution, including making necessary filing before the IRDAI and other authorities.”

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 and the Articles of



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*Association of the Company, Ms. Uma Ajay Relan (DIN- 07087902), who was appointed as an Additional Director by the Board on 11<sup>th</sup> February, 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. Uma Ajay Relan 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 an Independent Director of the Company not liable to retire by rotation.*

**RESOLVED FURTHER 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, Ms. Uma Ajay Relan, be and is hereby appointed as an Independent Director of the Company to hold office till 10<sup>th</sup> February, 2020."

5. 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. Jean-Louis Christian M Laurent Josi (DIN- 07101738), who was appointed as an Additional Director by the Board on 02<sup>nd</sup> March, 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. Jean-Louis Christian M Laurent Josi 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."

6. 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. Deepak Dharmarajan Iyer (DIN- 06474773), 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 his candidature for the office of Director of the Company and he being eligible for appointment to the said office, be and is hereby appointed as a Director liable to retire by rotation, effective 1<sup>st</sup> August, 2015 or such later date as IRDAI approves his appointment as CEO & MD of the Company.



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**RESOLVED FURTHER THAT** pursuant to the provisions of Section 34A of Insurance Act, 1938, Section 196 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Insurance Act, 1938 (including any statutory modification or re-enactment thereof for the time being in force), and the applicable Rules and Regulations made thereunder, subject to the prior approval of the IRDAI to the appointment of Mr. Iyer as CEO & MD, the Members hereby approve the appointment of Mr. Iyer as Managing Director & Chief Executive Officer of the Company for a period of 5 (five) years, to take effect from 1<sup>st</sup> August, 2015 or on a date as the IRDAI may approve his appointment as CEO & MD, whichever is later.

**RESOLVED FURTHER THAT** Mr. Iyer is hereby authorised to act on behalf of the Company in various matters relating to the day to day affairs and operations of the Company and further perform such other duties and functions and carry out such responsibilities as has been or may be assigned to him by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 34A and other applicable provisions of Insurance Act, 1938, the provisions of the Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force) or the Rules made thereunder, subject to the prior approval of the Insurance Regulatory and Development Authority of India (IRDAI), the following terms and conditions for appointment of Mr. Iyer as Managing Director & Chief Executive Officer of the Company be and is hereby approved:

Sl No.	Component	Amount (in INR)
<b>A</b>	<b>Total Fixed Compensation (Per Annum)</b>	
1.	Basic Salary	11,000,000
2.	Housing Allowance or Company Leased Accommodation	5,000,000
3.	Special Allowance	7,000,000
4.	Company's contribution to PF	1,320,000
<b>Sub total (A)</b>		24,320,000
<b>B</b>	<b>Other Allowances (Per Annum)</b>	
5.	Company Car (including lease rental, fuel, maintenance and	1,700,000

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	driver)	
<b>Sub total (B)</b>		1,700,000
<b>C.</b>	<b>Joining Bonus, relocation etc.</b>	
10.	Relocation Expenses (one time)	As per the details specified in the terms of appointment and remuneration of Mr. Deepak Iyer
11.	Joining Bonus	5,100,000 in the first month payroll 5,140,000 in the April 2016 payroll
<b>D.</b>	<b>Discretionary Incentives (Long terms and Short term)</b>	
	Discretionary Short term Incentive Compensation (STIC)	STIC target percentage opportunity will be 70% of your Basic Salary plus Special Allowance multiplied by a STIC performance multiplier.
	Long Term Incentives (PUs, Stock options)	<p>Will be nominated for the 2015 grant of 7,500 AXA Group performance shares or instruments of equivalent value under the AXA Group Long-term Incentive, which will be subject to AXA Group Board approval.</p> <p><i>The grant shall be subject to the below mentioned performance criteria in order to determine the number of performance shares to be vested in the year 2019:</i></p> <ul style="list-style-type: none"> <li>- 1/3 of the actual grant is based on AXA Group performance during the performance period</li> <li>- 2/3 of the actual grant is based on the performance of AXA Asia Region</li> </ul> <p><i>The grant shall be capped at a maximum of 130% of the initial grant of the performance units, based on the performance criteria.</i></p> <p><i>The delivery of AXA shares in settlement of the Performance Shares will be made from the Settlement Date in 2019 which to be confirmed upon AXA Group Board approval</i></p> <p><i>For the subsequent compensation review cycles, Mr. Deepak Iyer will be eligible for participation in the AXA Group Long-term Incentive plan including both Performance Shares and/or Stock Options according to the plan nomination and rules as amended from time to time.</i></p>





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<b>Benefits</b>	<ul style="list-style-type: none"><li>● <u>Gratuity</u>: Eligible for Gratuity as per Payment of Gratuity Act, 1972</li><li>● <u>Club Membership</u>: One Corporate club membership as assigned by the Company under the relevant Company Policy.</li><li>● <u>Insurance</u>: Covered under the Group Life Insurance Policy offered by the Company. Employee &amp; eligible family members will be provided medical coverage under the AXA Group plan, currently BUPA International.</li></ul>
<b>Other Terms of Appointment</b>	<ul style="list-style-type: none"><li>● Subsequent salary increases, if applicable, will be on the Basic Salary, Special Allowance and Housing Allowance, subject to the required regulatory approval.</li></ul>

**RESOLVED FURTHER THAT** the Company hereby approve that Mr. Deepak Dharmarajan Iyer shall be eligible for an annual increment not exceeding 25% of the total fixed compensation, subject to the Annual performance assessment process of the Company and approval of the Nomination & Remuneration Committee.

**RESOLVED FURTHER THAT** the above remuneration payable to Mr. Deepak Dharmarajan Iyer shall be paid as minimum remuneration, even in the case of loss or inadequacy of profits.

**RESOLVED FURTHER THAT** the other terms of employment of Mr. Iyer, shall be as placed before the shareholders at the ensuing meeting.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above said resolution, including making necessary filing before the IRDAI and other authorities."

**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.
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.



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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**

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Place: Bangalore  
Date: 23<sup>rd</sup> May, 2015

**By Order of the Board of**

**Company Secretary**





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

**Item No. 1 under Special Business:**

Mr. Milind Chalisgaonkar (DIN- 00057579), Interim CEO & Managing Director was appointed by the Board on 06<sup>th</sup> October, 2014 as an Additional Director of the Company to hold office up to the date of the 8<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with requisite deposit of Rs.1,00,000/- from a member nominating Mr. Chalisgaonkar for appointment as Director liable to retire by rotation. Your Directors are of the opinion that the services rendered by Mr. Chalisgaonkar are invaluable to the Company and therefore the Board recommends his appointment as Director.

**Item No 2 under Special Business:**

IRDAI had vide its letter No. Letter No. FNA/GAX/LR/003/2014-15/60 dated 19th November, 2014 approved the appointment of Mr. Milind Chalisgaonkar (DIN- 00057579) as Interim CEO & MD and approved the remuneration INR1,59,45,000/- (Rupees Fifteen Million Nine Hundred Forty-Five Thousand only) per annum. As per the condition specified in the said letter of IRDAI, the said remuneration shall in its entirety be paid out of shareholders' fund. Your Directors are of the opinion that the appointment of Mr. Milind Chalisgaonkar as Interim CEO & MD and the remuneration payable to him be approved /ratified.

**Item No 3 under Special Business:**

IRDAI had vide Letter No. FNA/GAX/LR/004/2014-15/85 dated March 16, 2015 approved a separation package of INR 22,627,981/- (Rupees Twenty-Two Million Six Hundred Twenty-Seven Thousand Nine Hundred Eighty One) to be paid to Dr. Amarnath Ananthanarayanan. The said separation package was approved by the Board of Directors at their meeting held on 06<sup>th</sup> October, 2014. As per the IRDAI letter the entire separation package shall be paid out of Shareholders fund. Your Directors are of the opinion that said separation package be approved / ratified.

**Item No 4 under Special Business:**

Ms. Uma Ajay Relan (DIN- 07087902) was appointed by the Board on 11<sup>th</sup> February, 2015 as an Additional Director of the Company to hold office up to the date of the 8<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member nominating Ms. Relan for the position of Independent Director of the Company.

Ms. Relan is the Chairman of the Risk Management Committee of the Board and member of Audit Committee and Investment Committee of the Company.

Ms. Relan does not hold by herself or for any other person on a beneficial basis, any shares in the Company.



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In terms of Section 149 and other applicable provisions of the Companies Act 2013, Ms. Relan, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term upto 10<sup>th</sup> February, 2020. In the opinion of the Board, Ms. 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 management. Copy of the letter for appointment of Ms. 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, excluding Saturday.

The Board recommends the resolution in relation to appointment of Ms. Relan as an Independent Director, for the approval by the shareholders of the Company.

**Item No. 5 under Special Business:**

Mr. Jean-Louis Christian M Laurent Josi (DIN- 07101738) was appointed by the Board on 02<sup>nd</sup> March, 2015 as an Additional Director of the Company to hold office up to the date of the 8<sup>th</sup> 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. Jean-Louis for the position of Director of the Company. Your Directors are of the opinion that the services rendered by Mr. Jean-Louis are invaluable to the Company and therefore the Board recommends his appointment as the Director of the Company.

**Item No. 6 under Special Business:**

Mr. Deepak Dharmarajan Iyer (DIN- 06474773) is proposed to be appointed as CEO & Managing Director of the Company, subject to the prior approval by IRDAI to his appointment as such. His appointment as CEO & MD shall take effect from 01<sup>st</sup> August, 2015 or such later date as the IRDAI may approve his appointment as CEO & MD. The remuneration to be payable to Mr. Iyer shall be as per the details specified in the resolution, subject to prior approval of IRDAI.

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

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Place: Bangalore  
Date: 23<sup>rd</sup> May, 2015

**By Order of the Board of Directors**



**Company Secretary**



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**PROXY FORM**

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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 8<sup>th</sup> Annual General Meeting of the Company to be held on Monday the 01<sup>st</sup> day of June 2015 at 12:30P.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
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements for the year ended March 31, 2015		
2.	Re-appointment of retiring Director Mr. Rakesh Bharti Mittal, who being eligible has offered himself for reappointment		
3.	Re-appointment of retiring Director Ms. Gaëlle Marie Blandine Olivier, who being eligible has offered himself for reappointment		
4.	To appoint Joint Statutory Auditors		
<b>Special Business</b>			
5.	Appointment of Mr. Milind Chalisgaonkar (DIN- 00057579) as Director liable to retire by Rotation		
6.	To ratify the appointment of and remuneration payable to Mr. Milind Chalisgaonkar (DIN- 00057579) as Interim CEO & MD		
7.	To ratify the separation package payable to Dr. Amarnath Ananthanarayanan		
8.	Appointment of Ms. Uma Ajay Relan (DIN- 07087902) as an Independent Director till 10 <sup>th</sup> February, 2020		
9.	Appointment of Mr. Jean-Louis Christian M Laurent Josi (DIN- 07101738) as Director liable to retire by Rotation		
10.	Appointment of Mr. Deepak Dharmarajan Iyer (DIN- 06474773) as CEO & MD for a period of 05 years effective 01 <sup>st</sup> August, 2015 or such later date as may be approved by IRDAI		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ Two Thousand Fifteen

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.**



**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](mailto:info@bharti-axagi.co.in) Wbsite- [www.bharti-axagi.co.in](http://www.bharti-axagi.co.in)

**BHARTI AXA GENERAL INSURANCE COMPANY LIMITED**

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

**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 8<sup>th</sup> Annual General Meeting of the company to be held on Monday the 01<sup>st</sup> day of June, 2015 at First Floor, Ferns Icon, Survey No. 28, Next to Akme Ballet, Doddanekundi, Off Outer Ring Road, Bangalore- 560 037 at 12:30 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.