



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 Wbsite- www.bharti-axagi.co.in

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of the members of the Company shall be held on Wednesday, the 04th day of November, 2015 at The First Floor, The Ferns Icon, Survey No.28, Doddanekundi, Off Outer Ring Road, Bangalore - 560 037 India at 11:30 A.M. to transact the following business:

SPECIAL BUSINESS:

1. Alteration of the Articles of Association of the Company:

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

***"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to alter the Articles of Association of the Company in the manner set out herein below:*

The Articles 87 to 91 shall be deleted and replaced as follows:

- 87. Intentionally Deleted
- 88. Intentionally Deleted
- 89. Intentionally Deleted
- 90. Intentionally Deleted
- 91. Intentionally Deleted

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution."

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: 03rd November, 2015

By Order of the Board of



Ashish Sarma

Company Secretary

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. 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.
3. Members are requested to keep the Company immediately informed of any change in their respective mailing addresses.
4. Duplicate attendance slips shall not be issued at the Meeting venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of Meeting.

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

Item 1:

Your Company is in the process of increasing AXA's stake in the Company to 49% which will be by way of transfer of 26.78% from Bharti Insurance Holdings Private Limited (BIHPL) to Societe Beaujon. Since Article 87 to 91 of the Company specifies that AXA will increase its stake in the Company by way of acquiring any or all of the Non-Disposal Shares from Bharti SPV or by subscribing for new Shares, it is required to delete the aforementioned Articles 87 to 91 so that the proposed transfer from BIHPL to Societe Beaujon is not in contravention of the Articles of Association of the Company.

The Board recommends passing of special resolution set out under Item No.1, to give effect to the above proposal.

None of the Directors, manger, and key managerial personnel of the Company or their relatives are concerned or interested in above resolution.

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By Order of the Board of Directors



Ashish Sarma
Company Secretary