



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 OF EXTRA ORDINARY MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting ('EGM') of the members of Bharti AXA General Company limited will be held at shorter notice on Friday, July 21, 2017 at 05.00 P.M. at 102, Raheja Titanium, Off Western Express Highway, Goregaon – East, Mumbai 400063, 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 provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modifications or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), and pursuant to the provisions of the Insurance Act, 1938 read with rules and regulations made thereunder including the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, the Insurance Regulatory and Development Authority Act, 1999, the Foreign Exchange Management Act, 2000 read with rules and regulations made thereunder and in accordance with any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India, Insurance Regulatory and Development Authority of India ("IRDAI"), Reserve Bank of India and/or any other competent authorities, whether in India or abroad, the enabling provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be required from any appropriate authority, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall include a Committee duly constituted by the Board) to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches



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and/or series, the unsecured, unlisted, subordinated, fully paid-up, redeemable Non-Convertible Debentures ('NCDs'), denominated in Indian rupees, aggregating to an amount not exceeding Rs. 220 Crore (Rupees Two Hundred and Twenty Crore only) to eligible persons, under one or more private placement offer letter as may be issued by the Company, during the period of one year from the date of approval by the members of the Company or such other period as may be permitted under the Act and other applicable laws and 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, 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

Mumbai, 20th July 2017


Ashish Sharma
Company Secretary
Membership no.: A18936

Regd. Office:

First Floor, The Ferns Icon, Survey No. 28,

Next to Akme Ballet,

Doddanekundi, Off Outer Ring Road, Bangalore KA 560037 IN



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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 EGM is given below.

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



**Ashish Sharma
Company Secretary
Membership no.: ACS 18936**



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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:

In terms of provisions of Section 23, 42 and 71 of the Companies Act, 2013 (the 'Act') read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the company by a special resolution. Such approval is valid for a period of one year for all the offers or invitations for non-convertible debentures to be made during the period of one year from the date of approval by members or such other period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board.

The Board of Directors of the Company in its meeting held on 11 May 2017 has, subject to the approval of members of the Company and IRDA, proposed to issue on a private placement basis unsecured, unlisted, subordinated, fully paid-up, redeemable Non-Convertible Debentures ("NCDs") 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 and be subject to a cap of Rs. 229 Crore. 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.



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The Board of Directors after considering the option of raising capital through issue of various forms of securities, decided to issue debentures in the nature of subordinated debt, in accordance with and as prescribed under the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015 ('Regulations').

In terms of the said Regulations, 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, subordinated, fully paid-up, redeemable non- convertible Debentures for an aggregate amount not exceeding Rs. 220 Crore (Rupees Two Hundred and Twenty Crore 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 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.

In terms of the provisions of Section 42 of the Companies Act, 2013, as amended (the Act) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, consent of the members of the Company is required to be obtained by passing a special resolution for the proposed issuance of Debentures on a private placement basis. 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 14th June, 2017, i.e., it shall not exceed 9.5% or market rate, whichever is lower

The relevant documents, resolutions passed at the Board and 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



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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 EGM.

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**

Mumbai, 20th July 2017

**Ashish Sharma
Company Secretary
Membership no.: ACS 18936
Address: 102, Raheja Titanium, Off Western Express Highway, Goregaon – East,
Mumbai 400063**

Registered Office:

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



redefining /
general insurance

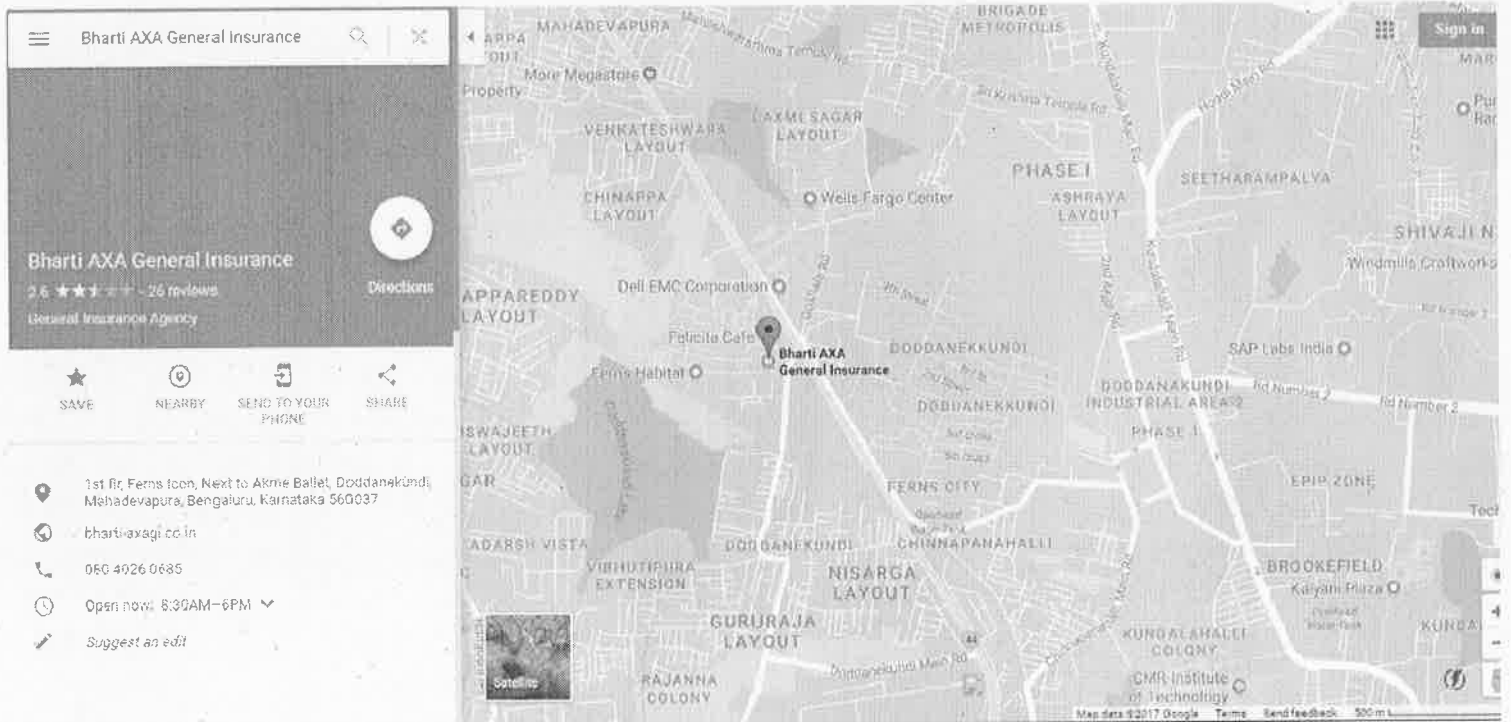
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ROUTE MAP





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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]**

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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 Extraordinary general meeting of the company, to be held on the 21st
day of July 2017, at 05:30 PM at 102, Raheja Titanium, Off Western Express
Highway, Goregaon – East, Mumbai 400063 and at any adjournment thereof in
respect of such resolutions as are indicated below:

Resolution No.



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1. Issue of Debentures by way of Private Placement

Signed this..... day of.....2017

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 21st July 2017 at 05:30 PM at 102, Raheja Titanium, Off Western Express Highway, Goregaon – East, Mumbai 400063

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