

NOTICE

Notice is hereby given that the 12th Extra Ordinary General Meeting of the Members of Reliance General Insurance Company Limited will be held on Thursday, October 17, 2019, at 10:00 a.m., at the Corporate Office of the Company at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Mumbai – 400 055 to transact the following businesses:

SPECIAL BUSINESS

1. **Appointment of Mr. Rajendra Chitale (DIN: 00015986) as an Independent Director for a second term of five years**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors on October 16, 2019 and pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajendra Chitale (DIN: 00015986), who was appointed as an Independent Director of the Company for a term of five years w.e.f. 29th September, 2014, by the members at the 14th Annual General Meeting and who is eligible for re-appointment for second term and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a second term of five years commencing from October 17, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Mohan Khandekar, Company Secretary & Chief Compliance Officer be and is hereby authorised to file necessary forms with the Ministry of Corporate Affairs in connection with the said appointment and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors



Mohan Khandekar
Company Secretary

Place: Mumbai

Date: October 16, 2019

An ISO 9001:2015 Certified Company

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Extra Ordinary General Meeting (the "Meeting") is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A proxy form is sent herewith.**
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
4. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of Meeting.
8. Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING.

Item No. 1

Appointment of Mr. Rajendra Chitale (DIN: 00015986) as an Independent Director for a second term of five years

Pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr. Rajendra Chitale (DIN: 00015986) was appointed an Independent Director of the Company with effect from 29th September, 2014 for a period of five years at the 14th Annual General Meeting held on 29th September, 2014.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

Mr. Rajendra Chitale has completed his initial term as an Independent Director of the Company on September 28, 2019. He is eligible for appointment for one more term.

Mr. Rajendra Chitale, aged 58 years, holds a bachelor's degree in law from the University of Mumbai. He is a fellow of the Institute of the Chartered Accountants of India. He is currently the managing partner of M.P. Chitale & Co and Chitale & Co. He serves on the Board of Ambuja Cements Limited, Hinduja Ventures Limited, Everest Industries Limited, The Clearing Corporation of India Limited, JM Financial Asset Management Limited and Chitale Advisory Services Private Limited. He does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors on October 16, 2019 and pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on his expertise, skills, rich experience, knowledge, continued valuable guidance to the management and outcome of performance evaluation of the Independent Directors, it is proposed to seek approval of the Members to appoint Mr. Rajendra Chitale (DIN: 00015986) as an Independent Director of the Company, for the second term of five years w.e.f. October 17, 2019. Further Mr. Rajendra

As required under section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Rajendra Chitale to be re-appointed as an Independent Director of the Company.

The Company has received intimation in Form DIR 8 from Mr. Rajendra Chitale that, he is not disqualified from being re-appointed as Independent Director in terms of Section 164 of the Act and have given his consent to act as Director.

Mr. Rajendra Chitale has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made there under. In the opinion of the Board, he fulfill the conditions specified in the Act and the rules framed there under for his appointment as Independent Director and that he is independent of the management.

The terms and conditions of appointment of the above Director shall be open for inspection in physical form, by the Members at the Registered Office of the Company, during Normal business hours on any working day, excluding Saturday between 11.00 A.M. and 1.00 P.M. up to the date of the Meeting.

Mr. Rajendra Chitale is interested in the resolution set out at Item no. 1 of the Notice in regard to his appointment.

The relatives of Mr. Rajendra Chitale may be deemed to be interested in the resolutions set out at Item No. 1 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Manager and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors



**Mohan Khandekar
Company Secretary**

Place: Mumbai

Date: October 16, 2019

Information pursuant to the Secretarial Standard on General Meetings in respect to Appointment of Director:

Name of Director	Rajendra Chitale
Category	Independent
DIN	00015986
Age	58 years
Qualification	Bachelor's degree in law from the University of Mumbai and Fellow Member of the Institute of the Chartered Accountants of India.
Nature of Expertise/ Experience	Practicing CA
Brief Resume	As provided above
First Appointment on the Board	December 29, 2005
Terms & Conditions of Appointment/ re-appointmen	Appointment as a Independent Director for second term of 5 years
Last Drawn Remuneration Details along with remuneration sought to be paid	As an Independent Director, he was entitled to sitting fees for attending meetings of the Board/Committee.
No. of shares held in the Company	Nil
Relationship with other Directors/ Manager/KMP	Not related
No. of Board meetings attended since appointment	N.A.
Directorship details	Nil
Committee Positions	Nil



**GENERAL
INSURANCE**

Reliance General Insurance Company Limited

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710

CIN: U66603MH2000PLC128300

Website: www.reliancegeneral.co.in

FORM NO. MGT-11

[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:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for Members holding share(s) in electronic form)

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name: Address:

Email Id: Signature:

2. Name: Address:

Email Id: Signature:

3. Name: Address:

Email Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Extra Ordinary General Meeting of the Company, to be held on Thursday, October 17, 2019, at 10:00 a.m., at Corporate Office of the Company at Reliance Centre, South Wing, 4th Floor, Off. Western Express Highway, Santacruz (East), Mumbai 400055 and at any adjournment thereof in respect of such resolutions as are indicated below:



**GENERAL
INSURANCE**

Resolution no. and Matter of Resolution		For	Against
I.	Appointment of Mr. Rajendra Chitale (DIN: 00015986) as an Independent Director for a second term of five years		

Affix
Revenue
Stamp

Signed this..... day of..... 2019.

Signature of the Shareholder(s): Signature of the Proxy holder(s):

Note: This form of Proxy in order to be effective, should be completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**GENERAL
INSURANCE**

Reliance General Insurance Company Limited

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710

CIN: U66603MH2000PLC128300

Website: www.reliancegeneral.co.in

**ATTENDANCE SLIP
ANNUAL GENERAL MEETING**

*DP Id. / Client Id.		Name and Address of the registered Shareholder
Folio No.		
No. of Share(s) held		

(* Applicable for Members holding share(s) in electronic form)

I / We hereby record my / our presence at the 12th Extra Ordinary General Meeting of the Members of Reliance General Insurance Company limited held on Thursday, October 17, 2019, at 10:00 a.m., at Corporate Office of the Company at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the venue.

