

NOTICE

Notice is hereby given that the 14th Extra Ordinary General Meeting of the Members of Reliance General Insurance Company Limited will be held on Wednesday, May 27, 2020, at 4.30 p.m., at the Registered Office of the Company at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Mumbai - 400055 to transact the following businesses:

SPECIAL BUSINESS:**1. RE-APPOINTMENT OF MR. RAKESH JAIN AS EXECUTIVE DIRECTOR & CEO**

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

"RESOLVED THAT pursuant to Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any modification or re-enactment thereof for the time being in force) read with the Guidelines for Corporate Governance for insurers in India issued by the Insurance Regulatory and Development Authority of India ("IRDAI"), Section 196 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, consent of the Company be and is hereby accorded for re-appointment of Mr. Rakesh Jain (DIN: 03645324), as Executive Director & CEO of the Company for a period of five years w.e.f. October 20, 2020 on the terms and conditions including remuneration as set out in the draft agreement placed before the meeting and which is to be entered into between the Company and Mr. Rakesh Jain, which agreement is hereby specifically approved with the liberty to the Board of Directors (herein after referred to as "Board", which term shall be deemed to include the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said re-appointment and / or remuneration and / or agreement, subject to the approval of the IRDAI.

RESOLVED FURTHER THAT the Directors, Chief Financial Officer and Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorised to 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

Digitally signed by
MOHAN KHANDEKAR
Date: 2020.05.27 12:24:00
+05'30'

Mohan Khandekar
Company Secretary &
Chief Compliance Officer

Place: Mumbai

Date: May 27, 2020

An ISO 9001:2015 Certified Company

Reliance General Insurance Company Limited

Registered & Corporate Office : Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai - 400 055.

Corporate Identity Number (CIN) : U66603MH2000PLC128300. Trade Logo displayed above belongs to Anil Dhirubhai

Ambani Ventures Private Limited and used by Reliance General Insurance Company Limited under License.

Tel : +91 22 4303 1000 | Fax: +91 22 4303 4662 | Website : www.reliancegeneral.co.in

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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.

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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

The present term of appointment of Mr. Rakesh Jain, Executive Director & CEO of the Company is expiring on October 19, 2020. In view of improved performance by the Company under his leadership during the last few years, it was proposed to re-appoint him as Executive Director & CEO for a further period of five years with effect from October 20, 2020, subject to the approval of IRDAI. The Board of Directors of the Company at its meeting held on April 29, 2020 has already approved the revision in his remuneration, on recommendation of the Committee. Other terms and conditions of his appointment shall remain the same.

The Nomination and Remuneration Committee vide its circular resolution passed on May 26 2020, had approved recommended to the Board, the re-appointment of Mr. Rakesh Jain as Executive Director & CEO of the Company for a period of five years w.e.f. October 20, 2020, subject to the approval of IRDAI.

The Board of Directors of the Company vide its circular resolution passed on May 27, 2020, had approved the re-appointment of Mr. Rakesh Jain as Executive Director & CEO of the Company for a period of five years w.e.f. October 20, 2020, subject to the approval of IRDAI.

Mr. Rakesh Jain is not disqualified from being re-appointed as Executive Director & CEO in terms of Section 164(2) of the Companies Act, 2013.

The details of Mr. Rakesh Jain, as required to be given pursuant to the Secretarial Standard on General Meetings, are attached to this Notice.

The Board recommends the passing of the Special Resolution as set out in the Item no. 1 of the Notice.

Except Mr. Rakesh Jain, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

By Order of the Board of Directors

MOHAN
KHANDEKAR

Digitally signed by MOHAN
KHANDEKAR
Date: 2020.05.27 12:24:39
+05'30'

**Mohan Khandekar
Company Secretary &
Chief Compliance Officer**

Place: Mumbai

Date: May 27, 2020

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Information pursuant to the Secretarial Standard on General Meetings in respect to Re-appointment of Director:

Name of Director	Rakesh Jain
Category	Executive
DIN	03645324
Age	49 years
Qualification	Chartered Accountant and Cost Accountant
Nature of Expertise/ Experience	Finance & Insurance
Brief Resume	Appended below
First Appointment on the Board	October 20, 2011
Terms & Conditions of Appointment/ re-appointment	Appointment as Executive Director & CEO as per the provisions of Section 34A of the Insurance Act, 1938. The terms and condition including remuneration as approved by the Board of Directors of the Company, subject to IRDAI approval.
Last Drawn Remuneration Details along with remuneration sought to be paid	As approved by the IRDAI.
No. of meeting attended during the year	1
No. of shares held in the Company	Nil
Relationship with other Directors/ Manager/KMP	Not related
Directorship details	N.A.
Committee Positions	N.A.

Brief Resume of the Director proposed to be appointed/ re-appointed:

Rakesh Jain is a member of the Institute of the Chartered Accountants of India and the Institute of Cost Accountants of India. He has rich and varied work experience of over 25 years in leadership positions in corporate finance, risk management, underwriting, claims, broking and reinsurance functions etc. Previously, he had worked in the capacity of Director - Corporate Centre & CFO at ICICI Lombard General Insurance Company Limited. During his tenure with ICICI Lombard General Insurance Company Limited, he was conferred an award titled 'The CFO - Financial Sector Award' by the Institute of Chartered Accountants of India.



**GENERAL
INSURANCE**



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Santacruz (East), Mumbai 400055

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 14th Extraordinary General Meeting of the Members of Reliance General Insurance Company limited held on Wednesday, May 27, 2020 at 4.30 p.m.at Registered Office: Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai 400055.

Signature

Member's / Proxy's

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

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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 14th Extraordinary General Meeting of the Company, to be held on Wednesday, May 27, 2020 at 4.30 p.m. at Registered 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:

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Resolution no. and Matter of Resolution		For	Against
1.	Re-appointment of Mr. Rakesh Jain as Executive Director & CEO for a period of five (5) years w.e.f. October 20, 2020.		

Affix Revenue Stamp

Signed this..... day of..... 2020.

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.

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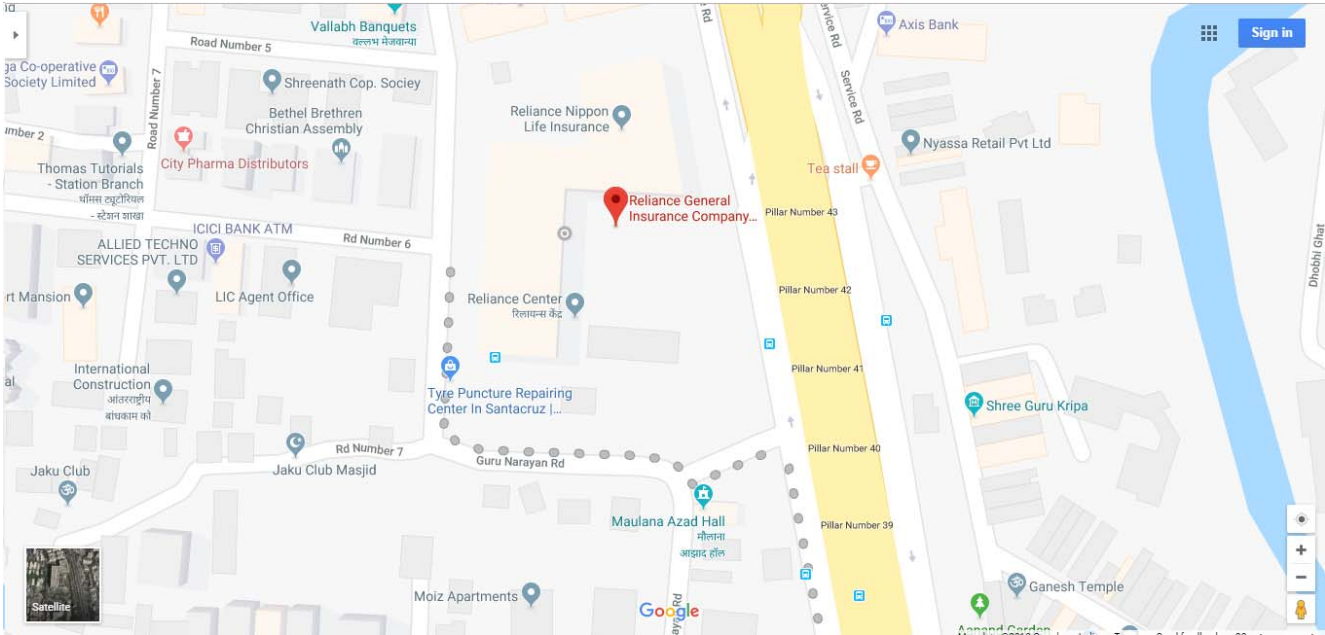
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ROUTE MAP OF THE VENUE OF EGM



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