

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of Reliance General Insurance Company Limited will be held on Friday, September 20, 2019 at 3.00 P.M. at the Corporate Office of the Company at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai 400055 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jai Anmol Ambani (DIN: 07591624), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To declare dividend on equity shares.

Special Business:**4. Appointment of Statutory Auditor to fill casual vacancy**

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Uttam Abuwala Ghosh & Associates, Chartered Accountants (Firm Registration No. 111184W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Price Waterhouse Chartered Accountants LLP.

RESOLVED FURTHER THAT M/s. Uttam Abuwala Ghosh & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 10, 2019, until the conclusion of the 19th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be

An ISO 9001:2015 Certified Company

Reliance General Insurance Company Limited.
Registered Office : H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai - 400710.
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 | www.reliancegeneral.co.in

determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

5. Appointment of Statutory Auditor

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Uttam Abuwala Ghosh & Associates, Chartered Accountants (Firm Registration No. 111184W), be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 19th Annual General Meeting, for a single term of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Rakesh Jain, Executive Director and CEO, Mr. Hemant Jain, Chief Financial Officer and Mr. Mohan Khandekar, Company Secretary & Chief Compliance Officer, be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution.”

By Order of the Board of Directors



Mohan Khandekar
Company Secretary

Place: Mumbai

Date: August 10, 2019

Registered Office:

H Block, 1st Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai - 400710

CIN U66603MH2000PLC128300

Website: www.reliancegeneral.co.in



GENERAL
INSURANCE

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual 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. The dividend on equity shares, as recommended by the Board of Directors, if declared at the Meeting, will be paid after the Meeting.
9. 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.

10. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Karvy Fintech Private Limited (formerly KCPL Advisory Services Private Limited)
11. Re-appointment of Director:

At the ensuing Annual General Meeting, Mr. Jai Anmol Ambani, Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment. The Board of Directors of the Company has recommended the re-appointment.

Mr. Jai Anmol Ambani, aged 27, studied in Cathedral and John Connon School, Mumbai, till Xth (2007) and thereafter completed his schooling from Seven Oaks School, United Kingdom, in 2009. Mr. Anmol completed his undergraduate studies – BSC in Management from Warwick Business School, UK. He has four years of experience in financial services. He is the Executive Director of Reliance Capital Limited and also serves on the boards of other companies in the Group.

He was appointed as an Additional Director of the Company with effect from January 21, 2019 and he was appointed as Non Executive Director with effect from January 30, 2019. He has attended two Board Meetings held during the Financial Year 2018-19. He serves on the Board of Reliance Capital Limited, Reliance Nippon Life Asset Management Limited, Reliance Home Finance Limited, Unlimit IOT Private Limited, Reliance Health Insurance Limited, Kaizer Estate Private Limited, Reliance Innoventures Private Limited, Reliance Entertainment Holdings Private Limited and Kaizer Pursuits Private Limited. Following are the details of his membership of the Board Committees as defined under the Secretarial Standard 1 (i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Stakeholders' Relationship Committee):

Company	Membership of Committee
Reliance Capital Limited	<ol style="list-style-type: none"> 1. Audit Committee 2. Corporate Social Responsibility Committee
Reliance Nippon Life Asset Management	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee 4. Committee of Directors 5. Risk Management Committee of the Board 6. Investment Committee - Equity 7. Investment Committee - Debt
Reliance Home Finance Limited	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee
Reliance Health Insurance Limited	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Investment Committee 4. Policy Holder Protection Committee 5. Risk and Asset Liability Management Committee

In terms of Section 152(6) of the Act, he was appointed as Non-executive Director at the Extraordinary General Meeting held on January 30, 2019, liable to retire by rotation.

He fulfills the Fit and Proper Criteria of Directors as per the requirements of “Guidelines for Corporate Governance for insurers in India” and has given his declaration in this regard.

He does not hold any equity shares in the Company. He does not hold any relationship with any Directors and Key Managerial Personnel of the Company.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice

Item No. 4

The Members of the Company at its 17th Annual General Meeting held on 29th June, 2017 had appointed M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No:

012754N/N500016) and M/s. Pathak H.D. & Associates, Chartered Accountants, (Firm Registration No: 107783W) as the Joint Statutory Auditors of the Company to hold office from the conclusion of 17th AGM till the conclusion of 22nd Annual General Meeting of the Company.

M/s. Price Waterhouse Chartered Accountants LLP vide their letter dated July 16, 2019 have resigned from the position of Joint Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on August 10, 2019, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Uttam Abuwala Ghosh & Associates, Chartered Accountants (Firm Registration No. 111184W), to hold office as the Statutory Auditor of the Company till the conclusion of 19th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. Price Waterhouse Chartered Accountants LLP subject to the approval by the members at the 19th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Uttam Abuwala Ghosh & Associates, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. Price Waterhouse Chartered Accountants LLP along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5

The Board of Directors at its meeting held on August 10, 2019, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Uttam Abuwala Ghosh &

Associates, Chartered Accountants (Firm Registration No. 111184W), as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 19th Annual General Meeting, till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2024 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Uttam Abuwala Ghosh & Associates, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. Price Waterhouse Chartered Accountants LLP along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.



**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 19th Annual General Meeting of the Members of Reliance General Insurance Company limited held on Friday, September 20, 2019 at 3.00 P.M. at Corporate Office: Reliance Centre, South Wing, 4th Floor, Off. Western Express Highway, Santacruz (East), Mumbai 400055.

Member's / Proxy's Signature

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



**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 19th Annual General Meeting of the Company, to be held on Friday, September 20, 2019 at 3.00 p.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:

Resolution no. and Matter of Resolution	For	Against
1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2. To appoint a Director in place of Mr. Jai Anmol Ambani (DIN: 07591624), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3. To declare dividend on equity shares.		
4. Appointment of Statutory Auditor to fill casual vacancy.		
5. Appointment of Statutory Auditor.		

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

ROUTE MAP OF THE VENUE OF AGM

