



NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of Reliance General Insurance Company Limited will be held on Tuesday, September 27, 2022 at 2.30 p.m. IST at Registered Office of the Company situated at 6th Floor, Oberoi Commerz, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai - 400063 to transact the following business:

Ordinary Business:

Item No. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

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

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon as circulated, be and are hereby received, considered and adopted.”

Item No. 2

TO DECLARE FINAL DIVIDEND ON THE EQUITY SHARES

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

“RESOLVED THAT further to the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for declaration and payment of final dividend @ 0.1% i.e., 1 paise per equity share of 10/- each fully paid up for the Financial Year ended March 31, 2022.”

An ISO 9001:2015 Certified Company

Reliance General Insurance Company Limited

Registered & Corporate Office : 6th Floor, Oberoi Commerz, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai - 400063

Corporate Identification Number (CIN) : U66603MH2000PLC128300 | Tel : +91 22 4173 2000 | Fax : +91 22 4173 2158 | Website : www.reliancegeneral.co.in

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Item No. 3**TO APPOINT M/S. CHATURVEDI & SHAH LLP, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142, and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), Guidelines for Corporate Governance for insurers in India dated May 18, 2016 issued by Insurance Regulatory and Development Authority of India (“IRDAI”), applicable provisions, if any, of Insurance Act, 1938, as amended from time to time and further to the recommendation of the Audit Committee and the Board of Directors (“Board”), M/s. Chaturvedi & Shah LLP, Chartered Accountants (Firm Registration Number 101720W/ W100355), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Joint Statutory Auditors, be and are hereby appointed to act as Joint Statutory Auditors of the Company for a period of 5 (Five) consecutive years i.e. from the conclusion of this Meeting until the conclusion of 27th Annual General Meeting of the Company, subject to the continuous fulfillment of eligibility conditions as prescribed under the Act and other laws or guidelines/circulars issued by IRDAI in this regard, from time to time, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Joint Statutory Auditors and duly approved by the Board, from time to time.

RESOLVED FURTHER THAT the Audit Committee and the Board be and are hereby authorized to finalize/ modify the terms and conditions of appointment and/or remuneration and to avail such other services as may be required from Joint Statutory Auditors, from time to time in accordance with the applicable laws.

RESOLVED FURTHER THAT the Audit Committee and the Board be and are hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the aforesaid appointment, as it may in its absolute discretion deem fit, including but not limited to the determination of the scope of work, roles and responsibilities of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, to give effect to this resolution, without seeking any further consent or approval of the Members of the Company.”

Special Business:

Item No. 4

TO RE-APPOINT DR. THOMAS MATHEW (DIN: 05203948) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), relevant regulations/ circulars issued by Insurance Regulatory and Development Authority of India in this regard, from time to time and the Articles of Association of the Company and further to the recommendation of the Nomination and Remuneration Committee and Board of Directors (“Board”) and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director, Dr. Thomas Mathew (DIN: 05203948), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from October 6, 2022 up to October 5, 2027, not be liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Thomas Mathew be paid sitting fees, and reimbursed expenses for attending Board and Board Committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

Item No. 5

TO CONSIDER AND APPROVE THE REIMBURSEMENT OF MANAGEMENT FEES TO RELIANCE CAPITAL LIMITED FOR FY2022-23

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or reenactments thereof for the time being in force) (“the Act”) and Rules made thereunder, read with the Policy on Related Party Transactions of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for reimbursement of Management Fees to Reliance Capital Limited not exceeding Rs. 2.19 crore for FY2022-23.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

**By Order of the Board of Directors
For Reliance General Insurance Company Limited**



**Sushil Sojitra
Company Secretary & Compliance Officer
(Membership No. A31993)**

Place: Mumbai

Date: September 2, 2022

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard-2, relating to the special business to be transacted at the Annual General Meeting (“AGM” / “Meeting”) is annexed hereto.
2. In compliance with the MCA Circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 and SEBI Circular dated May 13, 2022, Notice for the AGM along with the Annual Report for FY2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Central Depository Services (India) Limited (CDSL) / National Securities Depositories Limited (NSDL) (“Depositories”). Members may note that the Notice and Annual Report will also be available on the Company’s website at www.reliancegeneral.co.in, website of BSE Limited at www.bseindia.com, respectively.
3. **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.**
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. 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.
6. Members / Proxies are requested to bring their duly filled attendance slip sent herewith.
7. Members who hold shares in electronic form are requested to write their DP-Client ID number 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.

8. 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.
9. Members may please note that for shares held in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend, if any. 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.
10. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e., September 2, 2022 only shall be entitled to vote at the AGM.
11. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being September 2, 2022. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The dividend, if approved by the Members at the Meeting, will be paid to the person, whose name would appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the date of AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Item No. 4

TO RE-APPOINT DR. THOMAS MATHEW (DIN: 05203948) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Background:

Dr. Thomas Mathew was appointed as an Independent Director of the Company for a period of 5 (Five) years w.e.f. October 6, 2017. Accordingly, the present term of Dr. Mathew would expire on October 5, 2022.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of the company but shall be eligible for reappointment on passing of a special resolution by the members of the Company and disclosure of such appointment in the Board's report.

The Company proposes to re-appoint him as an Independent Director for a second term of 5 (Five) years w.e.f. October 6, 2022.

Eligibility and Disclosures:

Dr. Thomas Mathew meets the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rule 5 and 6 of Companies (Appointment and Qualifications of Directors), 2014 and is eligible for re-appointment as an Independent Director of the Company.

He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. In the opinion of the Board, Dr. Mathew fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management. The Board has also received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Dr. Mathew for re-appointment to the office of Independent Director.

The Company has received all the necessary disclosures from him in terms of the Companies Act, 2013 and rules made thereunder and the Guidelines for Corporate Governance for insurers in India dated May 18, 2016 issued by IRDAI.

Detailed Profile:

Information pursuant to Secretarial Standard-2 specified by the ICSI, in respect of re-appointment of Director is given below:

Name of Director	Dr. Thomas Mathew
DIN	05203948
Age	65 years
Date of first appointment on the Board of the Company	October 6, 2017
Qualifications	<ol style="list-style-type: none"> 1. Bachelor’s degree in arts from the University of Delhi 2. Bachelor’s degree in law from Campus Law Centre-II, Faculty of Law, University of Delhi 3. Master’s degree in arts, a degree of Master of Philosophy, and a degree of Doctor of Philosophy from Jawaharlal Nehru University
Experience	He has experience of working with the Ministry of Finance and the Ministry of Defence.
Shareholding in the Company	NIL
Directorship held in other Companies	Reliance Nippon Life Insurance Company Limited Reliance Power Limited
Board Committees membership/ chairpersonship in other Companies	<p>Reliance Nippon Life Insurance Company Limited</p> <ol style="list-style-type: none"> 1. Audit Committee- Member 2. Nomination and Remuneration Committee- Member 3. Risk Management Committee- Member 4. Corporate Social Responsibility (CSR) Committee- Member 5. Investment Committee- Member 6. Share Transfer and Allotment Committee- Member 7. Asset Liability Management Committee- Member 8. Policyholder Protection Committee- Member <p>Reliance Power Limited</p> <ol style="list-style-type: none"> 1. Audit Committee- Chairman 2. Stakeholder Relationship Committee- Member 3. Nomination and Remuneration Committee- Member 4. Risk Management Committee- Member 5. CSR Committee- Chairman

Relationship with other Directors/ KMP	None
No. of Board Meetings attended during FY2021-22 and for FY2022-23 till the date of re-appointment	FY2021-22: 6 of 6 held FY2022-23: 4 of 4 held till the date of re-appointment
Terms and conditions of appointment including remuneration sought to be paid	Re-appointment as an Independent Director, not liable to retire by rotation, for a second term of Five (5) consecutive years commencing from October 6, 2022 up to October 5, 2027. As a Non-executive Director, he is entitled for sitting fees for attending for attending the Board and Committee meetings.
Remuneration last drawn	As a Non-executive Director, he was paid sitting fees for attending the Board and Committee meetings in accordance with the Companies Act, 2013 and rules made thereunder.

Recommendation and Interest of Directors/KMPs:

After taking into account the performance evaluation during his first term and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by him during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on April 26, 2022, has considered, approved and recommended his re-appointment as an Independent Director of the Company for a second term of 5 consecutive years, to the Board for their approval.

The Board of Directors at its meeting held on April 26, 2022 has approved the proposal for re-appointment of Dr. Thomas Mathew as an Independent Director for a second term of five consecutive years with effect from October 6, 2022 subject to member's approval.

The Board of the Company recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

Except Dr. Thomas Mathew, none of the other Directors or Key Managerial Personnel (KMP) of the Company or relatives of all the Directors or KMP, are concerned or interested, financially or otherwise, in the proposed resolution.



Item No. 5

TO CONSIDER AND APPROVE THE REIMBURSEMENT OF MANAGEMENT FEES TO RELIANCE CAPITAL LIMITED FOR FY2022-23

Background:

Reliance Capital Limited (RCL) being a holding company, manages the following activities of the group, including for its subsidiaries:

- Information Technology shared services
- Administration and Infrastructure
- Setting up Monthly Operational MIS and step towards smooth operation of the company
- Reviewing the performance of group companies vis-à-vis budgets and providing direction and inputs to management for improving efficiency

In this connection, an amount of Rs. 14.60 crore is budgeted by RCL for FY2022-23 towards procuring, running, and maintaining the aforesaid activities.

Accordingly, the cost has been apportioned between five subsidiaries and the Company’s share for FY2022-23, will be as below:

Sr. No.	Department	Amount (Rs. in crore)
1	Secretarial	0.39
2	Administration	0.15
3	Finance & Accounts & Tax	0.10
4	Employee Cost	1.55
Total		2.19
Debit Note per Quarter		0.55
Debit Note per Month		0.18

These are estimated expenses, the actual expenses will be apportioned based on actual cost incurred by RCL and will be paid by the Company on a quarterly basis.

Pursuant to the provisions of Section 177 and 188 of the Companies Act, 2013 and rules made thereunder read with the Policy on Related Party Transactions of the Company, approval of the Audit Committee and the Board was required to be obtained for availing aforesaid services from RCL.



Considering that the transaction is with RCL which is a related party in respect of which NCLT/IBC proceedings are ongoing, and as a matter of abundant caution and good corporate governance, the Audit Committee and Board of Directors at their meetings held on July 20, 2022, have directed to obtain the shareholders' approval for this transaction as if second proviso to Section 188(1) of the Companies Act, 2013 was applicable. Accordingly, RCL shall abstain from voting on this resolution.

Recommendation and Interest of Directors/KMPs:

The Board of the Company recommends the passing of the Resolution at Item No. 5 as an Ordinary Resolution.

Mr. Rakesh Jain, Executive Director & CEO is interested in this Resolution to the extent of his shareholding in the Company and his relatives be deemed to be interested. Further, relatives of Mr. Hemant Jain, Chief Financial Officer are also interested in this Resolution to the extent of their shareholding in the Company.

Except as stated above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors
For Reliance General Insurance Company Limited**



**Sushil Sojitra
Company Secretary & Compliance Officer
(Membership No. A31993)**

Place: Mumbai

Date: September 2, 2022



GENERAL
INSURANCE

Reliance General Insurance Company Limited

Registered & Corporate Office: 6th Floor, Oberoi Commerz, International Business Park,

Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai - 400063

Corporate Identity Number (CIN): U66603MH2000PLC128300

E-mail: rgicl.compsec@relianceada.com | Website: www.reliancegeneral.co.in

Tel: +91 22 4173 2000 | Fax: +91 22 4173 2158

**ATTENDANCE SLIP
ANNUAL GENERAL MEETING**

Name and Address of the registered Shareholder	
*DP Id. / Client Id.	
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 22nd Annual General Meeting of the Members of Reliance General Insurance Company Limited held on Tuesday, September 27, 2022 at 2.30 p.m. IST at Registered Office of the Company situated at 6th Floor, Oberoi Commerz, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai – 400063.

Member's / Proxy's Signature

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



Reliance General Insurance Company Limited

Registered & Corporate Office: 6th Floor, Oberoi Commerz, International Business Park,
Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai - 400063
Corporate Identity Number (CIN): U66603MH2000PLC128300
E-mail: rgicl.compsec@relianceada.com | Website: www.reliancegeneral.co.in
Tel: +91 22 4173 2000 | Fax: +91 22 4173 2158

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 abovenamed 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 22nd Annual General Meeting of the Company to be held on Tuesday, September 27, 2022 at 2.30 p.m. IST at Registered Office of the Company situated at 6th Floor, Oberoi Commerz, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai - 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.		
2.	To declare Final Dividend on Equity Shares.		
3.	To appoint M/s. Chaturvedi & Shah LLP, Chartered Accountants as Joint Statutory Auditors of the Company and to fix their remuneration.		
4.	To re-appoint Dr. Thomas Mathew (DIN: 05203948) as an Independent Director of the Company.		
5.	To consider and approve the reimbursement of Management Fees to Reliance Capital Limited for FY2022-23		

Affix Revenue Stamp

Signed this..... day of..... 2022.

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.

ROUTE MAP OF THE VENUE OF AGM

