

NOTICE

NOTICE is hereby given that the 11th Extra Ordinary General Meeting of the Members of Reliance General Insurance Company Limited will be held on Wednesday, January 30, 2019, at 4:00 p.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. RAISING OF CAPITAL THROUGH A FURTHER ISSUE OF SECURITIES**

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

“**RESOLVED THAT**, subject to the approvals, consents, permissions and sanctions, required from the Insurance and Regulatory Development Authority of India, in accordance with and subject to the provisions of Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), (collectively referred to as the “**Companies Act, 2013**”) and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company, and in accordance with and subject to the applicable provisions of Companies Act, 1956, to the extent in force, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“**SCRA**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Insurance Regulatory and Development Authority of India Act, 1999 (“**IRDAI Act**”) and any other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), or any other competent authority from time to time, (collectively “**Applicable Laws**”) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹ 10 each (the “**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to the approval of relevant government, statutory and/or regulatory authorities, including the Department of Industrial Policy and Promotion, Government of India (“**DIP**”), the SEBI, the Reserve Bank of India (“**RBI**”), the Department of Economic

An ISO 9001:2008 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

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Tel : +91 22 3303 1000 | Fax : +91 22 3303 4662 | www.reliancegeneral.co.in

A RELIANCE CAPITAL COMPANY

Affairs, Ministry of Finance, the Registrar of Companies, Maharashtra, situated at Mumbai (“RoC”), the Stock Exchanges, the Insurance Regulatory and Development Authority of India and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, consents from the third parties (including lenders of the Company), and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the shareholders of the Company be and is hereby granted to create, offer, issue and allot for cash up to 20,395,000 Equity Shares pursuant to a fresh issue (the “Fresh Issue”) together with an offer for sale by an existing shareholder of the Company, for such number of Equity Shares held by it which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the “Offer for Sale” and such shareholders, the “Selling Shareholder”; the Offer for Sale together with the Fresh Issue, the “Offer” or the “IPO”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company and the Selling Shareholder in consultation with the book running lead managers to the IPO (“BRLMs”) and on the terms and conditions as the board of directors of the Company (“Board”) and the Selling Shareholder may (in consultation with the BRLMs) decide, to (i) foreign investors, such as registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, non-resident Indians, (ii) mutual funds, venture capital funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, (iii) trusts/societies registered under the Societies Registration Act, 1860, (iv) employees and/or workers of the Company, (v) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange while finalising the basis of allotment including the issue and allotment/ transfer of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, as the Board

may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.

“RESOLVED FURTHER THAT in accordance with Applicable Laws, the consent and approval of the shareholders of the Company be and is hereby granted to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies (the **“Reservation”**) or to provide a discount to the issue price to retail individual bidders or eligible employees (the **“Discount”**); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“RESOLVED FURTHER THAT the Equity Shares so allotted/transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, provided that the investors who are allotted or transferred Equity Shares pursuant to the IPO shall be entitled to participate in dividends, if any, declared by the Company after the allotments and transfer of Equity Shares pursuant to the IPO, in compliance with the Applicable Laws.”

“RESOLVED FURTHER THAT subject to Applicable Laws, the Equity Shares allotted/transferred pursuant to the IPO shall be listed at one or more recognised stock exchanges in India.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions to any committee or any officers of the Company.”

“RESOLVED FURTHER THAT the Board or a committee thereof be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the IPO and the Pre-IPO Placement, as applicable, including, without limitation, the following:

- (i) constituting a committee for the purposes of the issue, offer and allotment/transfer of the Equity Shares, and other matters in connection with or incidental to the IPO, including determining the anchor investor (“**Anchor Investor**”) portion and allocate such number of Equity Shares to Anchor Investors in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under the applicable laws, including as per the SEBI Listing Regulations;
- (ii) to decide with the Selling Shareholder, in consultation with the BRLMs, on the IPO size (including any reservation for employees, and/or any other reservations or firm allotments as may be permitted, green shoe option and/ or any rounding off in the event of any oversubscription), timing, pricing (price band, issue price, including to anchor investors etc.) and all other terms and conditions of the IPO, including the price, premium, discount (as permitted under Applicable Laws) and to make any amendments, modifications, variations or alterations thereto;
- (iii) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the draft red herring prospectus (“**DRHP**”) filed with Securities and Exchange Board of India, as may be required for the purpose;
- (iv) to take all actions as may be necessary or authorized, in connection with the Offer for Sale, including taking on record the approval of the Offer for Sale, extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;
- (v) to invite the existing shareholders of the Company to participate in the IPO to offer for sale Equity Shares held by them at the same price as in the IPO;
- (vi) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares;
- (vii) giving or authorising any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

- (viii) to appoint and enter into arrangements with the BRLMs, underwriters to the IPO, syndicate members to the IPO, brokers to the IPO, advisors to the IPO, escrow collection banks to the IPO, registrars to the IPO, refund banks to the IPO, public issue account banks to the IPO, sponsor bank to the IPO, monitoring agency, legal counsel, advertising agencies and any other agencies or persons or intermediaries to the IPO and to negotiate and finalise the terms of their appointment;
- (ix) to open and operate any bank account(s) required of the Company for the purposes of the IPO and the Pre-IPO Placement, including the cash escrow account, the public issue account, as may be required;
- (x) to seek, if required, the consent of the lenders to the Company and/or the lenders of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, any concerned government and regulatory authorities in India or outside India, and any other consent, approval or waiver that may be required in connection with the IPO, if any;
- (xi) to approve the list of 'material group companies' of the Company, identified pursuant to the materiality policy adopted by the Board in this regard, for the purposes of disclosure in the DRHP, RHP and the Prospectus;
- (xii) to make applications to, seek clarifications and obtain approvals from, if necessary, the RBI, the SEBI, the IRDAI or any other statutory or governmental authorities in connection with the IPO and, wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xiii) to make an application to IRDAI, or any other regulatory authority, as may be required, seeking approval for the IPO;
- (xiv) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the BRLM's mandate or engagement letter, the offer agreement, registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or

addenda thereto , including with respect to the payment of commissions, brokerages and fees, with the BRLMs, registrar to the IPO, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the IPO with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforestated documents;

- (xv) finalizing and approving DRHP, the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap for the IPO together with any addenda, corrigenda and supplement thereto as finalised in consultation with the BRLMs, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines and submit the same to SEBI, the Stock Exchanges, the RoC or any other authority as may be required.;
- (xvi) seeking the listing of the Equity Shares on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (xvii) to issue receipts/allotment letters/confirmation of allocation Notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;
- (xviii) to make applications for listing of the Equity Shares on the Stock Exchange for listing of the Equity Shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xix) accept and appropriate proceeds of the Fresh Issue in accordance with the Applicable Laws;
- (xx) to do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements

and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

- (xxi) to authorise and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the IPO;
- (xxii) to withdraw the DRHP or the RHP or to decide not to proceed with the IPO at any stage in accordance with the SEBI ICDR Regulations and applicable laws;
- (xxiii) to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in consultation with the BRLMs, deem necessary or desirable for the IPO, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxiv) to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the IPO, including with respect to the issue, offer or allotment of the Equity Shares, terms of the IPO, utilisation of the IPO proceeds, appointment of intermediaries for the IPO and such other issues as it may, in its absolute discretion deem fit;
- (xxv) to take such action, give such directions, as may be necessary or desirable as regards the IPO and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the IPO, as are in the best interests of the Company; and
- (xxvi) to negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as may be deemed necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the IPO and the Pre-IPO Placement. Any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to exercise all or any of the powers conferred on the Board vide this resolution, in such manner as the Board may deem fit and in the best interests of the Company, without being required to seek any further consent or approval (of the members of the Company or otherwise) to such end and intent, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and that may be exercised by the Board or such committee.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute and deliver any and all such deeds, documents, instruments and writings and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in their absolute discretion in order to carry out the purposes and intent of the foregoing resolutions for the IPO including to pay any fees and commission and incur expenses in relation thereto; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“RESOLVED FURTHER THAT Mr. Rajendra Chitale, Chairman, Mr. Rakesh Jain, Executive Director & CEO, Mr. Hemant Jain, Chief Financial Officer and Mr. Mohan Khandekar Company Secretary & Chief Compliance Officer be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

2. APPOINTMENT OF MR. RAHUL SARIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and the rules made thereunder (the Act), read with Schedule IV to the Act, as amended from time to time, Mr. Rahul Sarin (DIN - 02275722), who was appointed as an Additional Director (Independent) by the Board 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 to hold office for a term of 5 (five) consecutive years with effect from January 30, 2019.”

3. APPOINTMENT OF MR. JAI ANMOL AMBANI AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and the rules made thereunder (the Act), Mr. Jai Anmol Ambani (DIN - 07591624), who was appointed as an Additional Director (Non-executive) by the Board 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 a Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation with effect from January 30, 2019 ”

4. CONTINUATION OF MR. HARIS ANSARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Haris Ansari (DIN - 02155529), who has attained the age of seventy five years, as an Independent Director up to expiry of his present term i.e. September 28, 2019 on the existing terms and conditions.”

By Order of the Board of Directors



Mohan Khandekar
Company Secretary

Place: Mumbai

Date: January 30, 2019

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 OF RELIANCE GENERAL INSURANCE COMPANY LIMITED TO BE HELD ON WEDNESDAY, JANUARY 30, 2019, AT 4:00 P.M., AT CORPORATE OFFICE OF THE COMPANY AT RELIANCE CENTRE, SOUTH WING, 4TH FLOOR, OFF. WESTERN EXPRESS HIGHWAY, SANTACRUZ (EAST), MUMBAI - 400 055, INDIA

ITEM NO.1

The Company proposes to create, offer, issue and allot/transfer equity shares of the Company of face value ₹ 10 each (the “Equity Shares”) (“Fresh Issue, take on record the offer for sale, of up to 11,85,94,380 Equity Shares by an existing shareholder of the Company, in relation to such number of Equity Shares held by it which are eligible for offer for sale (the “Offer for Sale” and such shareholder, the “Selling Shareholder”, the Offer for Sale together with the Fresh Issue, the “Offer” or the “IPO”) on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), to various categories of investors including qualified institutional buyers, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “Stock Exchanges”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the “Companies Act”), the approval of the shareholders of the Company is required through a special resolution.

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the IPO. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The price at which the Equity Shares will be allotted through the IPO, as well as

the price band within which bidders in the IPO will be able to put in bids for Equity Shares offered in the IPO shall be determined and finalised by the Company and the Selling Shareholder in consultation with the book running lead managers to the IPO in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company has not made and will not make an offer of the Equity Shares to its promoter, directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations. However, the promoter of the Company may tender shares in the proposed offer for sale component of the IPO.

No change in control of the Company or its management is intended or expected pursuant to the IPO.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of shares, which may be subscribed for and allotted in their names.

The Board recommends the passing of the Special Resolution as set out in the Item no. 1 of the Notice for Raising of Capital through a further Issue of Securities.

ITEM NO. 2

Mr. Rahul Sarin was appointed as an Additional Director (Independent) of the Company by the Board with the recommendation of the Nomination and Remuneration Committee with effect from October 25, 2018. He is required to vacate his office at the ensuing Annual General Meeting and is eligible for appointment as an Independent Director for a term upto five (5) years.

The Board is of the view that the appointment of Mr. Sarin as an Independent Director would benefit the Company, given the knowledge, experience and performance of Mr. Sarin. In the opinion of the Board, Mr. Sarin fulfils the conditions specified in the Act and the Rules

thereunder for appointment as an Independent Director and that he is independent of the management of the Company.

Declaration has been received from Mr. Sarin that he meets the criteria of Independence prescribed under Section 149 of the Act read with the rules made thereunder. He is not disqualified from being appointed as Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as Director. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Sarin has been received by the Company.

The details of Mr. Sarin, 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 Ordinary Resolution as set out in the Item no. 2 of the Notice for the appointment of Mr. Rahul Sarin as an Independent Director.

The terms and conditions of appointment of Mr. Sarin shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Except Mr. Rahul Sarin, 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.

ITEM NO. 3

Mr. Jai Anmol Ambani was appointed as an Additional Director (Non-executive) of the Company by the Board with the recommendation of the Nomination and Remuneration Committee with effect from January 21, 2019. He is required to vacate his office at the ensuing Annual General Meeting and is eligible for appointment as a Non-executive Director.

The Board is of the view that the appointment of Mr. Anmol as a Non-executive Director would benefit the Company.

Mr. Anmol is not disqualified from being appointed as Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as Director. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Anmol has been received by the Company.

The details of Mr. Anmol, 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 Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Jai Anmol Ambani as a Non-executive Director, liable to retire by rotation.

Except Mr. Jai Anmol Ambani, 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.

ITEM NO. 4

The Securities and Exchange Board of India vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 has amended Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prescribed that no company shall continue the directorship of a person as a non-executive director who has attained the age of seventy five years unless it is approved by the members by passing a special resolution. The effective date of Notification is April 1, 2019.

Mr. Haris Ansari, who were appointed as an Independent Director by the Members to hold office for a term of 5 (five) years up to September 28, 2019, have attained the age of seventy five years and in terms of the requirements of abovementioned SEBI Notification, continuation of office as Independent Director beyond the age of seventy five years would require the approval of Members by a special resolution.

Mr. Haris Ansari has been associated with the Company from May 8, 2012 and presently he is an Independent Director on the Board and Committees of the Company. Mr. Haris Ansari was former Member (Non-life) of the Insurance Regulatory Development Authority (IRDA). He was Chair Professor (General Insurance) of National Insurance Academy, Pune, and has also worked as an Additional Director at Center for Insurance Studies, National Law University, Jodhpur. Mr. Ansari is a Post-Graduate in Science and has over 40 years experience of the Insurance Industry. Prior to his appointment by the Government and subsequent Joining the Regulatory Authority in March 1999, Mr. Ansari was working as Director and General Manager of "Oriental Insurance" Company at its Corporate Office in New Delhi.

In view of above, it is proposed to seek approval of the Members for continuation of directorship of Mr. Haris Ansari as an Independent Director on the Board of the Company till his present term up to September 28, 2019.

Except Mr. Haris Ansari, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for Continuation of Mr. Haris Ansari as an Independent Director.

By Order of the Board of Directors



**Mohan Khandekar
Company Secretary**

Place: Mumbai

Date: January 30, 2019

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

Name of Director	Rahul Sarin	Jai Anmol Ambani
Category	Independent	Non-executive
DIN	02275722	07591624
Age	69 years	25 years
Qualification	Bachelor in Science and Law, Post-graduate degree in Development Administration	Undergraduate studies – BSC in Management
Nature of Expertise/ Experience	Bureaucrat	Financial Services
Brief Resume	Appended below	Appended below
First Appointment on the Board	October 25, 2018	January 21, 2019
Terms & Conditions of Appointment/ re- appointmen	Appointment as a Independent Director for the term of 5 years	Appointment as a Non- executive Director liable to retirement by rotation
Last Drawn Remuneration Details along with remuneration sought to be paid	As a Non-executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee	He will serve without any remuneration/ sitting fees
No. of shares held in the Company	Nil	Nil
Relationship with other Directors/ Manager/KMP	Not related	Not related
No. of Board meetings attended out of 1 meeting held during since their appointment	One	One
Directorship details	Nil	1. Reliance Capital Limited 2. Reliance Innoventures Private Limited 3. Unlimit IOT Private Limited 4. Reliance Home Finance Limited 5. Reliance Nippon Life Asset Management Limited

		6. Reliance Entertainment Holdings Private Limited 7. Reliance Health Insurance Limited
Committee Positions	Nil	Membership in the respective committees of respective companies are as follows: 1. Reliance Capital Limited – Audit Committee & CSR Committee 2. Reliance Nippon Life Asset Management Limited – Audit Committee, Nomination & Remuneration Committee, CSR Committee, Committee of Directors, Investment Committee – Equity and Investment Committee – Debt 3. Reliance Home Finance Limited - Nomination & Remuneration Committee and Stakeholder Relationship Committee 4. Reliance Health Insurance Limited – Investment Committee and Policyholders Protection Committee

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

Mr. Rahul Sarin: Mr. Rahul Sarin holds bachelor degree in the fields of science and law and a post-graduate degree in development administration from the University of York, United Kingdom. He joined the Indian Administrative Service in 1974 and has over 35 years of experience in the services. He is former member of Competition Appellate Tribunal, a statutory body under the Competition Act, 2002. As a senior bureaucrat of Government of India, Mr. Sarin

has coordinated all personnel matters in regarding recruitment, capacity building and training, career development, staff welfare and post-retirement benefits. His last assignment was that of an advisor, Small and Macro Enterprises by the Ministry of Trade and Industry, Government of Republic of Namibia Cooperation Programme.

Mr. Jai Anmol Ambani: Mr. Jai Anmol Ambani 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.



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 11th Extra Ordinary General Meeting of the Company, to be held on Wednesday, January 30, 2019, at 4:00 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.	Raising of capital through a Further Issue of Securities		
2.	Appointment of Mr. Rahul Sarin as an Independent Director of the Company		
3.	Appointment of Mr. Jai Anmol Ambani as a Non-Executive Director of the Company		
4.	Continuation of Mr. Haris Ansari as an Independent Director of the Company		

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.

Reliance General Insurance Company LimitedRegistered 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 11th Extra Ordinary General Meeting of the Members of Reliance General Insurance Company limited held on Wednesday, January 30, 2019, at 4:00 p.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.

Route Map to the venue

