

NOTICE

Notice is hereby given that the 9th Extraordinary General Meeting of the Members of Reliance General Insurance Company Limited will be held on Monday, October 16, 2017 at 3:00 P.M., at the Registered office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710, to transact the following business:

SPECIAL BUSINESS:

1. 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 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Insurance Act, 1938 (as amended from time to time) read with rules and regulations made thereunder including the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, the Insurance Regulatory and Development Authority Act, 1999 (as amended from time to time), and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, and subject to necessary approvals, permissions, consents and sanctions of Insurance Regulatory and Development Authority of India (IRDAI) and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Unsecured / Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches upto 25% of the Share Capital and Securities Premium, as may be approved by the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Mr. Rakesh Jain, Executive Director & CEO, Mr. Hemant Jain, Chief Financial Officer and Mr. Mohan Khandekar, Company Secretary & Chief Compliance Officer be and are hereby jointly authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.”

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 Ambani Ventures Private Limited and used by Reliance General Insurance Company Limited under license.
Tel : +91 22 3303 1000 | Fax : +91 22 3303 4662 | www.reliancegeneral.co.in

A RELIANCE CAPITAL COMPANY

2. 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 applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and as per Insurance Act, 1938 as amended by Insurance Laws (Amendment) Act, 2015 and other applicable rules, regulations, guidelines and laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the "FII") registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs) by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII / FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Dr. Thomas Mathew (DIN: 05203948), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on October 6, 2017 and whose term of office expires at Annual General Meeting ("AGM") and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from October 6, 2017 and shall not liable to retire by rotation.

RELIANCE

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INSURANCE**

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board



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

Place: Mumbai

Date: October 6, 2017

Registered Office:

Reliance General Insurance Company Limited

CIN U66603MH2000PLC128300

H Block, 1st Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai - 400710

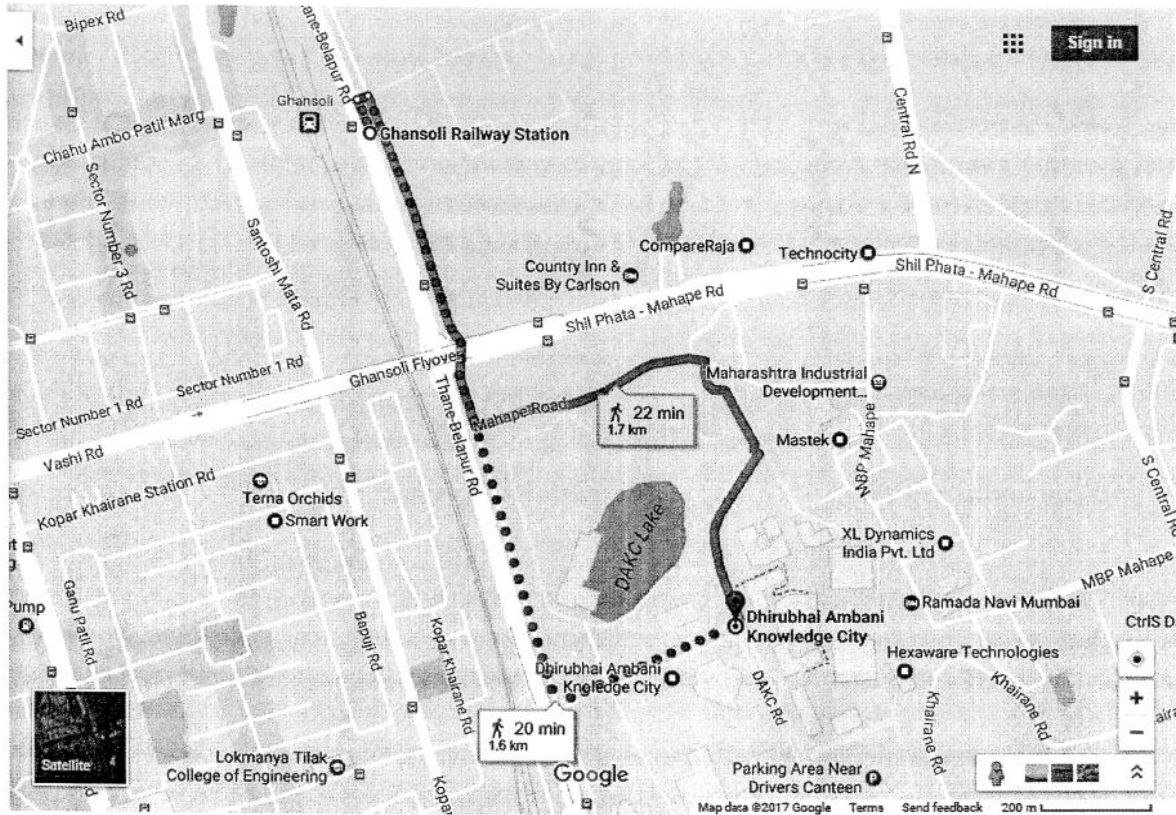
Tel No. : 022 33031000

Website: www.reliancegeneral.co.in

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 authorizing their representatives to attend and vote on their behalf at the meeting.
4. 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.
5. 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.
6. 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 between 11.00 A.M. to 1.00 P.M. up to the date of the Meeting.
7. The route map of the venue forms an integral part of the Notice.

Note: Route Map to the venue



Statement pursuant to Section 102(1) of the Companies Act, 2013**Item No. 1**

In accordance with the limits prescribed in the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015 (Regulations), the Company is permitted to raise amounts through other forms of capital upto 25% of the total paid up equity share capital and securities premium. In view of the above, subject to necessary regulatory approvals and other considerations, the Company proposes to issue and allot debentures aggregating upto 25% of the Share Capital and Securities Premium, on a private placement basis.

These debentures would be listed on the recognised stock exchanges, as may be decided by the Board, in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time) and Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015 (Regulations). The proposed issue of the unsecured, subordinated, listed, redeemable, non-convertible debentures being made at par, the coupon to be decided at the time of issuance.

Since the proposed issuance of debentures would be through private placement basis, the Company is required to obtain consent of the Members by passing a special resolution in accordance with the provisions of section 42 of the Companies Act, 2013, as amended (the Act) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

The approval of the Members is being sought by way of a Special Resolution under Section 23, 42 and 71 of the Act read with the Rules made thereof, to enable the Company to offer or invite subscriptions of non-convertible debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 1, within the overall borrowing limits of the Company, subject to approval of the IRDAI.

As per the provisions of Section 42 of the Companies Act, 2013 (the "Act") and its rules there under, a Company offering or making an invitation to subscribe to redeemable unsecured Non-Convertible Debentures (NCD's) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitation for such NCD's to be made during the year.

NCD's including subordinated debentures, bonds, etc., issued on a private placement basis constitute a significant source of borrowings for the Company.

It is proposed to offer or invite subscriptions for NCD's including subordinated debentures, bonds, and/or other debt securities, etc., on private placement basis, in one or more tranches, upto 25% of the Share Capital and Securities Premium, as may be approved by the Members, with authority to the Board to determine the terms and conditions, including the issue price of the NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution

under Section 42 and other applicable provisions, if any, of the Act and its rules there under as set out in Item No. 1 appended to this notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

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

Item No. 2

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and as per Insurance Act, 1938 as amended by Insurance Laws (Amendment) Act, 2015, the FIIs / SEBI approved sub-accounts of FIIs or Foreign Portfolio Investors (FPIs) can, in aggregate, hold upto 49% of paid-up capital of the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 2 of the Notice for the limit of shareholding by registered Foreign Institutional Investors (FIIs) upto the sectoral cap / statutory ceiling.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for the approval of the Members.

Item No. 3

Dr. Thomas Mathew, Additional Director (Independent) of the Company holds office up to the date of the Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('the Act'), the Independent Directors, shall not be liable to retire by rotation and shall hold office for a term of five consecutive years on the Board of the Company.

Accordingly, it is proposed to seek approval of the Members to appoint Dr. Thomas Mathew as Independent Director of the Company under Section 149 of the Act for a term up to five consecutive years as set out in the accompanying Notice.

As required under section 160 of the Act, the Company has received notice in writing from Members along with the requisite amount of deposit proposing the candidature of Dr. Thomas Mathew for office of the Director of the Company.

Dr. Thomas Mathew is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

Dr. Thomas Mathew has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and the rules made there under. In the opinion of the Board, he

fulfils the conditions specified in the Act and the rules framed there under for his appointment as Independent Director and that he is independent of the management.

Approval of the Members is accordingly sought for the appointment of Dr. Thomas Mathew as Independent Director, as set out in the resolution No. 3 of the accompanying notice.

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

Dr. Thomas Mathew is interested in the resolution set out at Item No. 3 of the Notice in regard to his appointment.

The relatives of Dr. Thomas Mathew may be deemed to be interested in the resolutions set out at Item No. 3 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

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

The Board accordingly recommends the Ordinary resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

By Order of the Board



Mohan Khandekar
Company Secretary & Chief Compliance Officer

Place: Mumbai

Date: October 6, 2017

Registered Office:

Reliance General Insurance Company Limited

CIN U66603MH2000PLC128300

H Block, 1st Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai - 400710

Tel No. : 022 33031000

Website: www.reliancegeneral.co.in



**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

PROXY FORM

[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:	
Registered 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 9th Extra Ordinary General Meeting of the Company, to be held on Monday, 16th October, 2017 at 3 p.m. at Registered Office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710 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.	Private Placement of Non-Convertible Debentures and /or other Debt Securities.		
2.	Limit of Shareholding by registered Foreign Institutional Investors (FIIs).		
3.	Appointment of Dr. Thomas Mathew as Independent Director of the Company.		

Signed this..... day of..... 2017.

Affix
Revenue
Stamp

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

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



**GENERAL
INSURANCE**

Reliance General Insurance Company Limited
Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710
CIN: U66603MH2000PLC128300
Website: www.reliancegeneral.co.in

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Folio No.		Name and Address of the registered Shareholder
No. of Share(s) held		

I / We hereby record my / our presence at the 9th Extra Ordinary General Meeting of the Members of Reliance General Insurance Company Limited held on Monday, 16th October, 2017 at 3 p.m. at Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710.

Member's / Proxy's Signature

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