

## NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Reliance General Insurance Company Limited will be held on Wednesday, 25<sup>th</sup> January, 2017 at 11.00 a.m., at the Registered Office of the Company at H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400 710 to transact the following special business:

1. To consider, and if thought fit, 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 Rupees Twenty Four Crore, as may be approved by the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby 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.”

By Order of the Board

A handwritten signature in blue ink, appearing to read "Mohan Khandekar".

**Mohan Khandekar**  
Company Secretary

**Place: Mumbai**

**Date: January 19, 2017**

**Registered Office:**

**Reliance General Insurance Company Limited**

**CIN U66603MH2000PLC128300**

**H Block, 1<sup>st</sup> Floor,**

**Dhirubhai Ambani Knowledge City,**

**Navi Mumbai - 400710**

**Tel No. : 022 33031000**

**Website: [www.reliancegeneral.co.in](http://www.reliancegeneral.co.in)**

## NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item No. 1 set out in the Notice is annexed hereto.
- b. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. Members/proxies should bring the duly filled Attendance Slip enclosed therewith to attend the Meeting.
- d. Members whose shareholding is in electronic mode are requested to direct change of address notifications and other details to their respective Depository Participant(s).
- e. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- f. Members are requested to update their email address with Depository Participant to enable the Company to send the annual reports and other communication via email.
- g. All the documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days from the date hereof up to the date of the Meeting.

**By Order of the Board**



**Mohan Khandekar**  
**Company Secretary**

**Place: Mumbai**  
**Date: January 19, 2017**



**Registered Office:**

**Reliance General Insurance Company Limited**

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### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

During the year, the insurance sector has witnessed many changes which included enhancement of limit of foreign direct investment (FDI) from 26% to 49%. Further it is expected that the growth prospects of the Indian economy will increase the insurance penetration levels. Accordingly, the raising of money in the form of subordinated debt will help the Company in meeting in its long term growth plan objectives without the dilution of equity capital.

In accordance with the limits prescribed in the Insurance Regulatory and Development Authority of India (IRDAI) (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 is proposing to issue and allot debentures aggregating upto Rupees Twenty Four Crore, on a private placement basis.

These debentures would be listed on the Indian 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). 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 thereunder, 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.

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 Rupees Twenty Four Crore, 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 thereunder 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.

**By Order of the Board**

**Mohan Khandekar**  
Company Secretary

**Place: Mumbai**

**Date: January 19, 2017**

**Registered Office:**

**Reliance General Insurance Company Limited**

**CIN U66603MH2000PLC128300**

**H Block, 1<sup>st</sup> Floor,**

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