

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of Reliance General Insurance Company Limited will be held on Wednesday, December 30, 2020 at 3.00 p.m. at the Registered Office of the Company at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai 400055 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.

Special Business:

2. Appointment of Mr. Anil D. 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 the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anil D. Ambani (DIN - 00004878), 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 Non-Executive Director, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

3. Re-appointment of Mrs. Chhaya Virani 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, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Chhaya Virani (DIN: 06953556), who was appointed as an Independent Director of the Company for a term of five years w.e.f. September 28, 2015, by the members at the 15th Annual General Meeting and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a



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member under Section 160 of the Act proposing her candidature for appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years commencing from September 28, 2020 (without any break in her service as an Independent Director), not liable to retire by rotation.”

4. Appointment of Mr. Prem Kumar Malhotra 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 **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Prem Kumar Malhotra (DIN – 07731762), 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 five years commencing from September 2, 2020, not liable to retire by rotation.”

By Order of the Board of Directors

Mohan Khandekar
Company Secretary &
Chief Compliance Officer

Place: Mumbai

Date: December 29, 2020

Registered Office:

Reliance Centre, South Wing,
4th Floor, Off Western Express Highway,
Santacruz (East), Mumbai 400055
CIN: U66603MH2000PLC128300
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 Annual General Meeting (the “Meeting”) is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A proxy form is sent herewith.**
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
4. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of Meeting.
8. 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.
9. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, KFin Technologies Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE TWENTIETH ANNUAL GENERAL MEETING

ITEM NO. 2

Mr. Anil D. Ambani was appointed as an Additional Director (Non-Executive) of the Company by the Board on recommendation of the Nomination and Remuneration Committee with effect from October 20, 2020. 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. Anil D. Ambani as a Non-executive Director would immensely benefit the Company.

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

The details of Mr. Anil D. Ambani, 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. Anil D. Ambani as a Non-Executive Director liable to retire by rotation.

Except Mr. Anil D. 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. 3

Shareholders of the Company at the 15th Annual General Meeting held on September 28, 2015 had appointed Mrs. Chhaya Virani as an Independent Director for a term of five years. Accordingly, she completed her term as an Independent Director on September 27, 2020 and is eligible for re-appointment for one more term of five years.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors on October 9, 2020 and based on her expertise, skills, rich experience,

knowledge, continued valuable guidance to the management and outcome of performance evaluation of the Independent Directors, it is proposed to seek approval of the Members to re-appoint Mrs. Chhaya Virani as an Independent Director of the Company, for a second term of five years w.e.f. September 28, 2020 (without any break in her service as an Independent Director). Further Mrs. Virani shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A declaration has been received from Mrs. Virani that she meets the criteria of Independence prescribed under Section 149 of the Act read with the rules made thereunder. She is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013. Requisite Notice under Section 160 of the Act proposing the appointment of Mrs. Virani has been received by the Company. In the opinion of the Board, she fulfils the conditions specified in the Act and the rules framed there under for her appointment as Independent Director and that she is independent of the management.

The details of Mrs. Chhaya Virani, 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 Special Resolution as set out in the Item no. 3 of the Notice for the re-appointment of Mrs. Chhaya Virani as an Independent Director.

Except Mrs. Chhaya Virani, 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

Mr. Prem Kumar Malhotra was appointed as an Additional Director (Independent) of the Company by the Board on recommendation of the Nomination and Remuneration Committee with effect from September 2, 2020. 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 years.

The Board is of the view that the appointment of Mr. Malhotra as an Independent Director would benefit the Company, given the knowledge, experience and performance of Mr. Malhotra. In the opinion of the Board, Mr. Malhotra 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. Malhotra that he meets the criteria of Independence prescribed under Section 149 of the Act read with the rules made thereunder. He is not disqualified



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from being appointed as Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as a Director. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Malhotra has been received by the Company.

The details of Mr. Prem Kumar Malhotra, 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. 4 of the Notice for the appointment of Mr. Prem Kumar Malhotra as an Independent Director.

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

Except Mr. Prem Kumar Malhotra, 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.

By Order of the Board of Directors

Mohan Khandekar
Company Secretary &
Chief Compliance Officer

Place: Mumbai

Date: December 29, 2020

Information pursuant to the Secretarial Standard on General Meetings in respect of Appointment of Director:

Name of Director	Anil D. Ambani	Chhaya Virani	Prem Kumar Malhotra
Category	Non-Executive	Independent	Independent
DIN	00004878	06953556	07731762
Age	61 years	66 years	66 years
Qualification	B.Sc. Hons. and MBA from the Wharton School of the University of Pennsylvania.	Bachelor's degree in arts from Mumbai University and bachelor's degree in law from Government Law College.	Master's degree of laws from Gujarat University and a master's degree of arts in political science from Panjab University and a diploma in international law from University of Delhi.
Nature of Expertise/ Experience	Industrialist	Legal	Bureaucrat
Brief Resume	Mr. Anil D. Ambani has studied B.Sc. Hons. and MBA from the Wharton School of the University of Pennsylvania. He is a Chairman of the Reliance Group. The Reliance Group is a reputed and prominent business house, widely recognized and respected both in India and abroad as one of the leading creators of projects of national importance - in infrastructure, power generation, transmission & distribution, financial services, defence manufacturing, entertainment and	Mrs. Chhaya Virani, aged 66 years, is a solicitor and holds both a bachelor's degree in arts from Mumbai University and a bachelor's degree in law from Government Law College. She is currently a partner at ALMT Legal Advocates and Solicitors. She has experience in the field of law. She does not hold any shares of the Company.	Mr. Prem Kumar Malhotra holds a master's degree of laws from Gujarat University and a master's degree of arts in political science from Panjab University. He also holds a diploma in international law from University of Delhi. He is currently a practicing advocate and a legal consultant. He has more than four decades of experience in the field of law and has held many important assignments in the Government of India. He was Secretary, Legal Affairs as well as Legislative Department in

	telecommunications, amongst others.		the Ministry of Law and Justice, Government of India; Member, Law Commission of India; Presiding Officer (Offg.) and Member, Securities Appellate Tribunal; Chairman, Adjudicating Authority under the Prevention of Money Laundering Act and Judicial Member, Income-tax Appellate Tribunal.
First Appointment on the Board	October 20, 2020	March 31, 2015	September 2, 2020
Terms & Conditions of Appointment	Appointed as a Non-Executive Director.	Re-appointment as an Independent Director for a second term of 5 years.	Appointment as an Independent Director for the term of 5 years.
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/Committees.	As a Non-executive Director, she is entitled to sitting fees for attending meetings of the Board/Committees.	As a Non-executive Director, he is entitled to sitting fees for attending meetings of the Board/Committees.
No. of shares held in the Company	Nil	Nil	Nil
Relationship with other Directors/ Manager/KMP	Not related	Not related	Not related
No. of Board meetings attended since their appointment/ re-appointment	1 of 2 meetings held	2 of 2 meetings held	2 of 2 meetings held

Directorship details	1. Reliance Capital Limited 2. Reliance Infrastructure Limited 3. Reliance Power Limited 4. Indian School of Business 5. Dassault Reliance Aerospace Limited 6. Reliance Nippon Life Insurance Company Limited	1. Reliance Capital Limited 2. Reliance Capital Pension Fund Limited 3. Reliance Home Finance Limited 4. Reliance Corporate Advisory Services Limited	1. National Commodity and Derivatives Exchange Limited 2. ICSI Institute of Insolvency Professionals
Committee Positions	<u>Reliance Innoventures Private Limited:</u> <ul style="list-style-type: none"> Corporate Social Responsibility (CSR) Committee- Chairman 	<u>Reliance Capital Limited:</u> <ul style="list-style-type: none"> Audit Committee - Chairperson Stakeholders Relationship Committee - Chairperson Risk Management Committee - Member Nomination and Remuneration Committee - Chairperson Corporate Social Responsibility (CSR) Committee – Chairperson <u>Reliance Capital Pension Fund Limited:</u> <ul style="list-style-type: none"> Audit Committee - Member Nomination & Remuneration Committee - Member Risk Management Committee – Member 	Nil

		<p><u>Reliance Home Finance Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee - Chairperson • Corporate Social Responsibility Committee (CSR Committee) - Chairperson • Risk Management Committee - Chairperson • Stakeholders' Relationship Committee - Chairperson • Wilful Defaulter's Review Committee - Member 	
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RELIANCEGENERAL
INSURANCE**Reliance General Insurance Company Limited**

Regd. Off.: Reliance Centre, South Wing, 4th Floor, Off Western Express Highway,
Santacruz (East), Mumbai 400055

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 20th Annual General Meeting of the Members of Reliance General Insurance Company limited held on Wednesday, December 30, 2020 at 3.00 p.m. at Registered Office: Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai 400055.

Member's / Proxy's Signature

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



Reliance General Insurance Company Limited

Regd. Off.: Reliance Centre, South Wing, 4th Floor, Off Western Express Highway,
Santacruz (East), Mumbai 400055

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 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 20th Annual General Meeting of the Company, to be held on Wednesday, December 30, 2020 at 3.00 p.m. at Registered Office of the Company at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santacruz (East), Mumbai 400055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and Matter of Resolution		For	Against
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Mr. Anil D. Ambani as a Non-Executive Director of the Company.		
3.	Re-appointment of Mrs. Chhaya Virani as an Independent Director of the Company.		
4.	Appointment of Mr. Prem Kumar Malhotra (DIN – 07731762) as an Independent Director of the Company.		

Affix
Revenue
Stamp

Signed this..... day of..... 2020.

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

