

Ref. No.: GIC Re/SE/AGM/17-18

Date: August 10, 2018

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai - 400001

The Manager
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot C/1,
G Block, Bandra Kurla Complex
Mumbai - 400051

Scrip Code: (BSE – 540755/ NSE – GICRE)

Dear Sir/Madam,

Sub: Notice of 46th Annual General Meeting(AGM) and intimation of e-voting facility

Dear Sir/Madam,

Pursuant to regulation 30 read with Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the **Notice of 46th AGM**, scheduled to be held on **September 5, 2018 at 3.00 p.m IST** at “**Y. B. Chavan Auditorium**”, Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021 (Maharashtra). The same is available on the website of the Corporation at www.gicofindia.com

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Corporation is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Further as already intimated vide notice dated May 25, 2018, the Record date for payment of Dividend at the rate of ₹13.5/- per share, to be declared at the 46th AGM, was July 14, 2018.

You are requested to take note of the above and arrange to bring this to the notice of all concerned.

Thanking You

Yours sincerely

For General Insurance Corporation of India



(Suchita Gupta)
Company Secretary & Compliance Officer



भारतीय साधारण बीमा निगम
(भारत सरकार की कंपनी)

General Insurance Corporation of India
(Government of India Company)
CIN NO.: L67200MH1972GOI016133 IRDA REGN No.: 112

“सुरक्षा”, 170, जे. टाटा रोड, चर्चगेट, मुंबई - 400 020.
“SURAKSHA”, 170, J. Tata Road, Churchgate,
Mumbai - 400 020. INDIA Tel.: +91-22-2286 7000
www.gicofindia.in





GENERAL INSURANCE CORPORATION OF INDIA

Regd. Office: 'Suraksha', 170, J. Tata Road, Churchgate, Mumbai

Tel: +91-22-2286 7000; **Fax:** +91-22-2288 4010; **Website:** www.gicofindia.com

CIN: L67200MH1972GOI016133; **IRDAI REG. NO.:** 112

NOTICE

NOTICE is hereby given that the **46th ANNUAL GENERAL MEETING** of the members of the **GENERAL INSURANCE CORPORATION OF INDIA** will be held at "Y. B. Chavan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021 (Maharashtra) on Wednesday, the 5th September, 2018 at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Corporation for the financial year ended 31st March, 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2. To declare the dividend of ₹ 13.5 per equity share for the Financial Year 2017-18, as recommended by the Board of Directors.
3. To fix the remuneration of Auditors for the year 2018-19.

"RESOLVED THAT pursuant to the provisions of section 142 of Companies Act 2013, a remuneration of ₹ 38,20,000/- , excluding applicable taxes thereon, payable to the Joint Statutory Auditors, appointed by the Comptroller & Auditor General of India (C&AG), to be shared equally by them, for carrying-out the audit of Standalone and Consolidated financial accounts for the year 2018-19 (including quarterly and half yearly review) be and is hereby approved."

"FURTHER RESOLVED THAT no travelling, halting, out of pocket expenses etc. shall be paid to the auditors as per terms of appointment letter issued by C&AG."

4. To appoint a Director in place of Smt. Alice G. Vaidyan (DIN: 07394437), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

5. **Appointment of Smt. Sashikala Muralidharan (DIN: 08036523) as Director of the Corporation.**

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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 82 of Articles of

Association of the Corporation, Smt. Sashikala Muralidharan (DIN: 08036523) who was appointed as an Additional Director and also as Whole Time Director of the Corporation by the Board of Directors with effect from 27th December, 2017 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2017-2018 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Director of the Corporation, liable to retire by rotation.”

6. Appointment of Smt. Usha Ramaswamy (DIN: 08190310) as Director of the Corporation.

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 82 of Articles of Association of the Corporation, Smt. Usha Ramaswamy (DIN:08190310) who was appointed as an Additional Director and also as Whole Time Director of the Corporation by the Board of Directors with effect from 1st August, 2018 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2017-2018 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Director of the Corporation, liable to retire by rotation.”

By the Order of the Board of Directors

For General Insurance Corporation of India

Sd/-

(Suchita Gupta)

Company Secretary

Registered Office:

“Suraksha”, 170, J. Tata Road, Churchgate,
Mumbai - 400 020.

Date: Friday, 3rd August, 2018

NOTES:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE CORPORATION.**
2. The proxy form in order to be valid and effective must be must be delivered at the registered office of the Corporation as per attached format, duly filled, stamped & signed not later than 48 hours before the commencement of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Corporation, carrying the voting rights. A member holding more than ten percent of the total share capital of the Corporation carrying the voting right may appoint a single person as proxy and such person cannot act as a proxy for any other shareholder.

4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Corporation in advance or submit the same at the venue of the General Meeting.
5. A statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.

6. **Record date for Dividend:**

The Corporation has announced Record date of 14th July, 2018 and accordingly Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2017-2018, if approved at the meeting, will be payable to those eligible members whose name appeared:

- i. As Beneficial Owners, as on 14th July, 2018 as per the list furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
- ii. As Members in the Register of Members of the Corporation as on 14th July, 2018 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Corporation or its Registrar & Transfer Agents (R&TA) on or before 14th July, 2018.

7. **Transfer of Shares (held in Physical Form):**

In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor(s) and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor(s) and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the Corporation / Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities.

In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities.

8. **Nomination:**

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Shareholders holding shares in single name and physical form are advised to make nomination in respect of their holding in the Corporation by submitting duly completed Form No SH-13 with the Corporation and to their respective Depository Participant in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

The Nomination form can be downloaded from the Corporation's website www.gicofindia.com under Section "Investors"

9. **Members' holding shares in Multiple Folios:**

Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested

to send the share certificates to Registrar and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.

10. Non-Resident Members:

Non-Resident Indian Members are requested to inform Registrar and Transfer Agents:

- a. Change in their local address in India for correspondence and e-mail ID for sending all e-communications.
- b. Change in their residential status on return to India for permanent settlement.
- c. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

11. Green Initiative:

In support of the "Green Initiative" measure taken by Ministry of Corporate Affairs, Government of India, New Delhi, enabling electronic delivery of documents and also in line with circular Ref.No.CIR/CFD/DIL/7/2011 dated 5th November, 2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Corporation has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Corporation or to Registrar and Transfer Agent (RTA).

The Annual Report duly circulated to the members of the Corporation, is also available on the Corporation's website at www.gicofindia.com.

12. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Corporation on all working days i.e. Monday to Friday, between 10:30 a.m. and 12:30 p.m. upto the date of the Annual General Meeting.
13. Share transfer documents and all correspondence relating thereto, should be addressed to the RTA, M/s Karvy Computershare Pvt.Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Tel. Nos.: (040) 6716 1562; Fax No.: (040) 2300 1153; E-mail Address : einward.ris@karvy.com
14. Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of dividend directly to the bank account of the members. Hence, members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR code & 11 digit IFSC code), in respect of shares held in dematerialized form with their respective Depository Participant i.e. the agency where the demat account has been opened and in respect of shares held in physical form with the RTA at the address given at (13) above or at the registered office of the Corporation.
15. Members may send their requests for change/updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
 - i) For shares held in dematerialised form - to their respective Depository Participant
 - ii) For shares held in physical form - to the RTA at the address given at (13) above or at the registered office of the Corporation.

16. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall be made available at the venue of the Meeting.
17. Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
18. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Corporation is providing the facility to its members to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice.

The cut-off date to be eligible to vote by electronic means is Wednesday, 29th August 2018.

19. **Facility for E-Voting**

- a) Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:

- by email to those members whose email ID is registered with the Corporation / Depository Participant.
- by post to those members whose email ID is not registered with the Corporation / Depository Participant.

- b) The instructions and other information relating to e-voting are as under:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

- For first time users:

- Enter the login credentials i.e. User ID and Password mentioned in the notice.
- After entering these details appropriately, Click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password with a password of your choice that meets the criteria stated on the webpage.
- You need to login again with the new password.

- For existing users already registered with Karvy for e-voting: Please use your existing User ID and password for logging in.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- ii. On successful login, the system will prompt you to select the "EVEN" i.e. **General Insurance Corporation of India**.

- iii. On the voting page, enter the number of shares (which represents the number of votes as on the Cut Off date) under "FOR /AGAINST / ABSTAIN" or alternatively, you may partially enter any number of votes in "FOR" and partially in "AGAINST" such that the total number of votes cast "FOR / AGAINST" taken together should not exceed your total shareholding. In case you do not wish to cast your vote you may choose the option "ABSTAIN".

- iv. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item it will be treated as "ABSTAIN"
 - v. Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
 - vi. You may then cast your vote by selecting an appropriate option and click on "Submit"
 - vii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - viii. Corporate /Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at email ID: gicreagm2018@dholakia-associates.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "**GIC RE 46 AGM**".
20. The e-voting would commence on Friday, 31st August, 2018 at 9:00 A.M. (IST) and end on Tuesday, 4th September, 2018 at 05.00 P.M. (IST). During this period, the eligible members of the Corporation may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter.
 21. Facility for voting would also be made available at the AGM venue. Members who cast their votes electronically should not vote at the AGM. However, in case a member votes electronically as well as at the AGM, the vote cast at the AGM will be ignored.
 22. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
 23. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Corporation, as on the cut-off date.
 24. The Corporation has appointed Mr. Bhumitra V. Dholakia, FCS from M/s Dholakia, Practicing Company Secretary and in his absence Mr. Nrupang B. Dholakia, ACS from M/s Dholakia & Associates LLP, as Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
 25. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Corporation and submit not later than 48 hours of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Corporation or such other officer authorized by the Chairman.
 26. The results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 27. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Corporation (www.gicofindia.com) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

Item No. 5 - To appoint Smt. Sashikala Muralidharan (DIN: 08036523) as Director of the Corporation

Smt. Sashikala Muralidharan (DIN: 08036523) was appointed by the Board as an Additional Director and as Whole Time Director with effect from 27th December, 2017 consequent to her appointment as Whole Time Director of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 82 of Articles of Association of the Corporation. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Smt. Sashikala Muralidharan, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the Corporation, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.

Smt. Sashikala Muralidharan, prior to her appointment as Director, was elevated and posted in National Insurance Co. Ltd, where she served as the CISO, CFO and led the IT team in the implementation of the end to end, tightly integrated, ERP comprising of core insurance solution, CRM, DMS, Financials, HRMS etc. Presently she is a Non-Executive Director in GIC Housing Finance Limited.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Corporation on all working days i.e. Monday to Friday, between 10:30 a.m. and 12:30 p.m. upto the date of the Annual General Meeting.

None of the other Directors, Key Managerial Personnel of the Corporation or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

Item No. 6 - To appoint Smt. Usha Ramaswamy (DIN: 08190310) as Director of the Corporation

Smt. Usha Ramaswamy (DIN: 08190310) was appointed by the Board as an Additional Director and as Whole Time Director with effect from 1st August, 2018 consequent to her appointment as Whole Time Director of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 82 of Articles of Association of the Corporation. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Smt. Usha Ramaswamy, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the Corporation, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.

Smt. Usha Ramaswamy, on being posted at GIC Re as General Manager in 2015, had initially handled the Aviation, Marine, foreign Reinsurance Inward business and International Operations of the Corporation and presently is in charge of the Property / Protection portfolio as well as Broker Relationship. Prior to her posting at GIC Re, she was posted at United India Insurance Company Ltd. where she headed key Divisional Offices, the Large Corporate Cell and the Regional Office at Bangalore which is the largest Regional Office of the Company and a launch pad for new initiatives like Motor Dealer Office and Bancassurance Hub.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Corporation on all working days i.e. Monday to Friday, between 10:30 a.m. and 12:30 p.m. upto the date of the Annual General Meeting.

None of the other Directors, Key Managerial Personnel of the Corporation or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

By the Order of the Board of Directors
For General Insurance Corporation of India

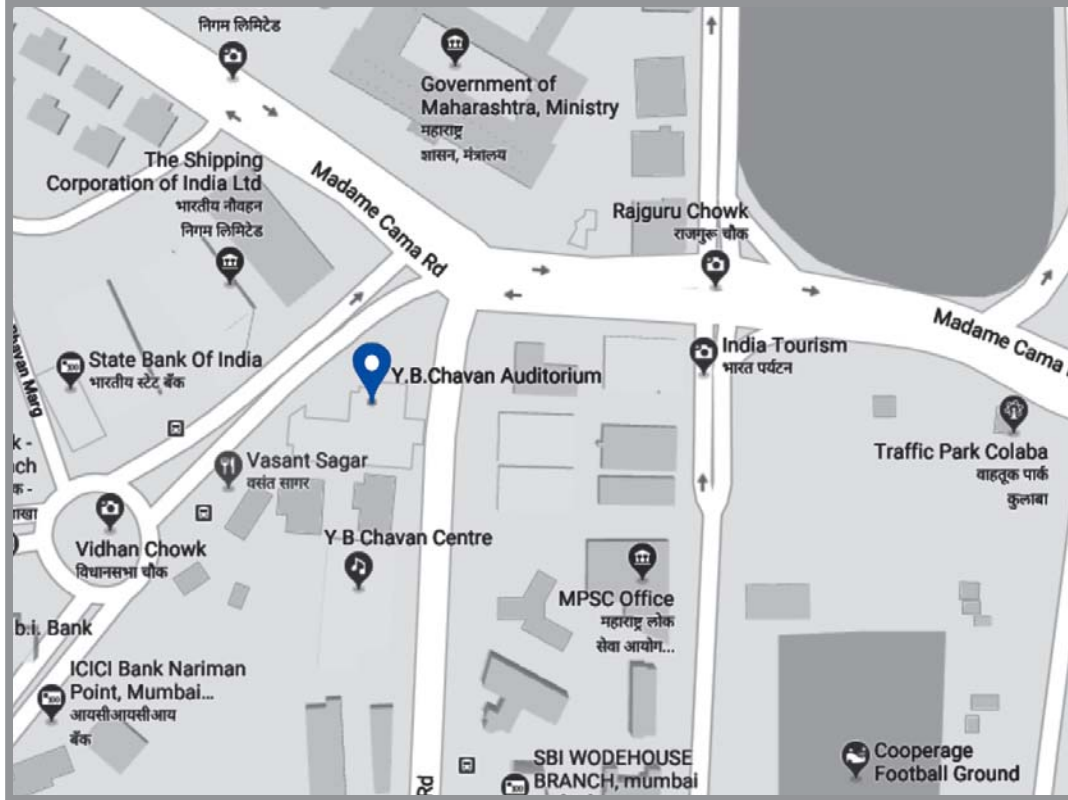
Registered Office:

"Suraksha", 170, J. Tata Road,
Churchgate, Mumbai - 400 020

Date: Friday, 3rd August, 2018

Sd/-
(Suchita Gupta)
Company Secretary

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING





आपत्काले रक्षिष्यामि
GIC Re

GENERAL INSURANCE CORPORATION OF INDIA

Regd. Office: 'Suraksha', 170, J. Tata Road, Churchgate, Mumbai.

Tel: +91-22-2286 7000; **Fax:** +91-22-2288 4010

Website: www.gicofindia.com

CIN: L67200MH1972GOI016133; **IRDAI REG. NO. :**112

ATTENDANCE SLIP

Regd. Folio No.: _____

DP ID: _____

Client ID: _____

Name of the Member: _____

Name of the Joint holder (if any): _____

Name of the Proxyholder: _____

Number of shares held: _____

Signature of the Member/Proxyholder: _____

Signature of the Joint holder (if any): _____

Registered Address: _____

I hereby record my presence at the 46th Annual General Meeting of the Corporation on Wednesday, 5th September, 2018 at 3.00 P.M., at "Y.B. Chavan Auditorium", Y.B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021 (Maharashtra).

Signature of the Member/Proxy

Note:

(1) Members/Proxyholders are requested to produce the attendance slip duly signed for admission to the Meeting hall.



GENERAL INSURANCE CORPORATION OF INDIA

Regd. Office: 'Suraksha', 170, J. Tata Road, Churchgate, Mumbai.

Tel: +91-22-2286 7000; **Fax:** +91-22-2288 4010

Website: www.gicofindia.com

CIN: L67200MH1972GOI016133; **IRDAI REG. NO. :**112

Serial No.:

Name & Registered address of the Sole / First named Member :

Name(s) of the joint Member(s), if any :

Registered Folio No. / DP & Client ID No. :

Number of Shares held :

Dear Member,

Sub: Voting through electronic means

In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporation is providing the facility to its members to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice annexed in the Annual Report, to be transacted at the 46th Annual General Meeting scheduled to be held on Wednesday, the 5th September, 2018 at 3.00 p.m.

The Corporation has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVSN (e-voting sequence number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Friday, August 31, 2018 at 9:00 A.M.	Tuesday, September 4, 2018 at 05.00 P.M.

The cut-off date for the purpose of reckoning eligibility of members for e-voting is Wednesday, the 29th August, 2018.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 3rd August, 2018 for the 46th Annual General Meeting scheduled to be held on 5th September, 2018. A copy of the Annual Report for the year 2017-18 is enclosed herewith containing inter-alia, Notice of the 46th Annual General Meeting of the Corporation, Directors' Report, Business Responsibility Report, Auditors' Report, Standalone and Consolidated Financial Statements, Attendance slip, Route map and Proxy Form etc.

The Annual Report for 2017-18 has been hosted on the website of the Corporation at <https://www.gicofindia.com> for your reference. On receipt of specific request, a physical copy of the Annual Report would be provided free of cost.

Yours faithfully,

For GENERAL INSURANCE CORPORATION OF INDIA

Sd/-

Suchita Gupta

Company Secretary

Place : Mumbai

Date : 03.08.2018

INSTRUCTIONS FOR E-VOTING

- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- Enter the login credentials (i.e. User ID and Password mentioned in the notice). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for logging in.
- After entering these details appropriately, Click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new password.
- On successful login, the system will prompt you to select the "EVENT" i.e. General Insurance Corporation of India.
- On the voting page, enter the number of shares (which represents the number of votes as on the Cut Off date) under "FOR / AGAINST / ABSTAIN" or alternatively, you may partially enter any number of votes in "FOR" and partially in "AGAINST" such that the total number of votes cast "FOR / AGAINST" taken together should not exceed your total shareholding. In case you do not wish to cast your vote you may choose the option "ABSTAIN".
- Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item it will be treated as abstained.
- Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: gicreagm2018@dholakia-associates.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "GIC RE 46 AGM".

- The e-voting would commence on Friday, August 31, 2018 at 9:00 A.M. and end on Tuesday, September 4, 2018 at 05.00 P.M. During this period, the eligible members of the Corporation, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Further, members who cast their vote electronically shall not be entitled to vote at the Annual General Meeting.
- Facility for voting through ballot paper would also be made available at the AGM venue. Members who cast their votes electronically should not vote through ballot paper. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
- In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
- The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Corporation, as on the cut-off date.
- The Corporation has appointed Mr. Bhumitra V. Dholakia, FCS from M/s Dholakia & Associates LLP, Practicing Company Secretary and in his absence Mr. Nrupang B. Dholakia, ACS from M/s Dholakia & Associates LLP, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Corporation and submit not later than 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman of the Corporation or such other officer authorized by the Chairman.
- The Results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Corporation (www.gicofindia.com) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.



आपत्काले रक्षिष्यामि
GIC Re

FORM NO. MGT 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

GENERAL INSURANCE CORPORATION OF INDIA

Regd. Office: 'Suraksha', 170, J. Tata Road, Churchgate, Mumbai.

Tel: +91-22-2286 7000; Fax: +91-22-2288 4010

Website: www.gicofindia.com

CIN: L67200MH1972GOI016133; IRDAI REG. NO.: 112

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID & DP ID	

I/We being the Member(s) holding _____ equity shares of ₹ 5/- each of General Insurance Corporation of India, hereby appoint:

- Name: _____ E-mail Id: _____
Address: _____ Signature: _____ or failing him;
- Name: _____ E-mail Id: _____
Address: _____ Signature: _____ or failing him;
- Name: _____ E-mail Id: _____
Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Corporation, to be held on Wednesday, 5th September, 2018 at 3.00 P.M., at "Y. B. Chavan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021 (Maharashtra) and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Corporation for the financial year ended 31 st March, 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.		
2	To declare the dividend of ₹ 13.5 per equity share for the Financial Year 2017-18, as recommended by the Board of Directors.		
3	To fix the remuneration of Auditors for the year 2018-19.		
4	To appoint a Director in place of Smt. Alice G. Vaidyan (DIN:07394437), who retires by rotation and being eligible, offers herself for reappointment.		

Resolution No.	Resolutions	Optional*	
		For	Against
Special Business			
5	Appointment of Smt. Sashikala Muralidharan (DIN: 08036523) as Director of the Corporation		
6	Appointment of Smt. Usha Ramaswamy (DIN: 08190310) as Director of the Corporation		

Signed this _____ day of _____ 2018

Signature of Member(s): _____

Signature of the Proxyholder(s): _____

Affix Revenue Stamp ₹ 1/-

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Corporation, not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- * (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.