

## NOTICE

NOTICE is hereby given that the **Twelfth** Annual General Meeting of the Members of the Raheja QBE General Insurance Company Limited shall be held on Friday, July 19, 2019, at 4 P.M. at "Windsor House, 5<sup>th</sup> Floor, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Profit and Loss Account, Receipts and Payments Account and Revenue Accounts for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Akshay Raheja (DIN No: 00288397), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.
3. To appoint a Director in place of Mr. Vijay Aggarwal (DIN No: 00515412), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.

### Special Business:

4. Re-appointment of Ms. Ameeta Parpia (DIN No: 02654277), as an Independent Director.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Guidelines for Corporate Governance dated 18<sup>th</sup> May 2016 issued by the Insurance Regulatory and Development Authority of India, the Articles of Association of the Company and all other applicable provisions, if any, Ms. Ameeta Parpia (DIN: 02654277) be and is hereby re-appointed as an Independent (Professional and Non-Executive) Director of the Company effective August 26, 2019, not liable to retire by rotation and to hold office for a second term of five consecutive years upto August 25, 2024;

**RESOLVED FURTHER THAT** any Director(s) and Mr. Jigar Shah, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution."

5. Re-appointment of Mr. Shobhan Thakore (DIN No: 0031788), as an Independent Director.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Guidelines for Corporate Governance dated 18<sup>th</sup> May 2016 issued by the Insurance Regulatory and Development Authority of India, the Articles of Association of the Company and all other applicable provisions, if any, Mr. Shobhan Thakore (DIN: 0031788) be and is hereby re-appointed as an Independent (Professional and Non-Executive) Director of the Company effective August 26, 2019, not liable to retire by rotation and to hold office for a second term of five consecutive years upto August 25, 2024;

**RESOLVED FURTHER THAT** any Director(s) and Mr. Jigar Shah, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to this resolution."



6. Alteration of Articles of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Members do hereby approve the alteration of Articles of Association of the Company, by inserting following Article 16.11 after Article 16.10:

"Subject to the provisions of the Act, the Board of Directors shall have the power to appoint any person other than a person who fails to get appointed as a Director in a general meeting, as an Additional Director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held whichever is earlier;

**RESOLVED FURTHER THAT** any Director(s) and Mr. Jigar Shah, Company Secretary of the Company, be and are hereby severally authorized for the purpose of making all such filings and registrations as may be required in relation to the aforesaid alteration of the Articles of Association and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

**Place: Mumbai**  
**Date: June 27, 2019**



**By Order of the Board**



**Jigar Shah**  
**Company Secretary**  
**ACS No: 34571**



## NOTES:

- i. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing the proxy must be received by the company at the registered office not less than 48 hours before the commencement of the meeting.
- ii. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- iii. Members/ proxies are requested to bring duly filled attendance slips to attend the meeting.
- iv. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- v. Proxy shall not vote except on a poll.
- vi. 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.
- vii. All relevant document referred to in this Notice requiring the approval of the Members at the Meeting shall be available for inspection by the Members at the registered office of the Company between 10.00 A.M to 12.00 noon on or before July 19, 2019 and at the Meeting.
- viii. Site map for AGM as per requirements of Secretarial Standards 2.



**EXPLANATORY STATEMENT:**

As required by Section 102 of the Companies Act, 2013 and Secretarial Standard 2, the following explanatory statement sets out all material facts relating to the business aforementioned:

**Item No 4:**

The Board of Directors at its Meeting held on May 06, 2019 approved the re-appointment of Ms. Ameeta Parpia as an Independent Director for a second term of 5 (Five) years with effect from August 26, 2019 to hold office upto August 25, 2024, subject to the approval of the shareholders, based on the recommendation of Nomination & Remuneration Committee. Ms. Ameeta Parpia has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The Brief Profile of Ms. Ameeta Parpia is give below:

Age: 54 years

Qualification: B.A. LLB

Terms and Conditions of Re-appointment: Appointed for a second term of five years effective from August 26, 2019

Date of first appointment: 01-04-2010

Shareholding in the Company: NIL

Relationship with other Directors and KMP's: NIL

Number of Meetings of the Board attended during the year FY 2018-19: 3

Remuneration: NIL

Other Directorship, Membership/Chairmanship of Committees of other Boards:

Sr. No.	Name of the Companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern	Share holdings	Date on which interest or concern arose / changed
1	A.H. Parpia & Co.	Partner	NA	01.04.1992
2	Prism Johnson Limited	Independent Director	76000	05.05.2010
3	Supreme Petrochem Limited	Independent Director	1500	24.04.2013
4	Hathway Cable and Datacom Limited	Independent Director	27315	10.02.2015
5	Hathway Digital Private Limited	Independent Director	NA	01.04.2017
6	Raheja QBE General Insurance Company	Independent	NA	01.04.2010

Committee position held in Boards of other Company:

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
1	Prism Johnson Ltd.	Stakeholders Relationship Committee	Chairperson
2	Prism Johnson Ltd.	Nomination & Remuneration Committee	Chairperson
3	Prism Johnson Ltd.	Audit Committee	Chairperson
4	Prism Johnson Ltd.	Corporate Social Responsibility Committee	Member
5	Prism Johnson Ltd.	Risk Management Committee	Member
6	Supreme Petrochem Ltd.	Audit Committee	Member



7	Supreme Petrochem Ltd.	Stakeholders Relationship Committee	Member
8	Supreme Petrochem Ltd.	Finance Committee	Member
9	Supreme Petrochem Ltd.	Nomination & Remuneration Committee	Member
10	Supreme Petrochem Ltd.	Corporate Social Responsibility Committee	Member
11	Raheja QBE General Insurance Company Ltd.	Audit Committee	Chairperson
12	Raheja QBE General Insurance Company Ltd.	Corporate Social Responsibility Committee	Member
13	Raheja QBE General Insurance Company Ltd.	Nomination & Remuneration Committee	Chairperson
14	Hathway Cable & Datacom Ltd.	Audit Committee	Member
15	Hathway Cable & Datacom Ltd.	Stakeholders Relationship Committee	Chairperson
16	Hathway Digital Pvt. Ltd.	Audit Committee	Member
17	Hathway Digital Pvt. Ltd.	Nomination & Remuneration Committee	Chairperson

The performance of Ms. Ameeta Parpia was evaluated by the Board of Directors at its Meeting held on January 21, 2019 and was found satisfactory.

Your Directors recommend this Resolution for approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives except Ms. Ameeta Parpia are in any way concerned or interested in the resolution.

**Item No 5:**

The Board of Directors at its Meeting held on May 06, 2019 approved the re-appointment of Mr. Shobhan Thakore as an Independent Director for a second term of 5 (Five) years with effect from August 26, 2019 to hold office upto August 25, 2024, subject to the approval of the shareholders, based on the recommendation of Nomination & Remuneration Committee. Mr. Shobhan Thakore has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

The Brief Profile of Mr. Shobhan Thakore is give below:

Age: 71years

Qualification: B.A., LLB

Terms and Conditions of Re-appointment: Appointed for second term of five years effective from August 26, 2019

Date of first appointment: 04-08-2014

Shareholding in the Company: NIL

Relationship with other Directors and KMP's: NIL

Number of Meetings of the Board attended during the year FY 2018-19: 3

Remuneration: NIL



Other Directorship, Membership/Chairmanship of Committees of other Boards:

Sr. No.	Name of the Companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern	Share holdings	Date on which interest or concern arose / changed
1	Alkly Amines Chemicals Limited	Director	-	19-04-1988
2	Bharat Forge Limited	Director	-	27-06-1986
3	Morarjee Textiles Limited	Director	-	23-08-2006
4	Uni Derritend Limited	Director	-	12-12-2006
5	Sharda Cropchem Limited	Director	-	16-12-2013
6	Prism Johnson Limited	Director	-	19-06-2014
7	Raheja QBE General Insurance Company Limited	Director	-	04-08-2014
8	Reliance JIO Media Limited	Director	-	27-03-2015
9	Aditya Birla Sun Life Insurance Company Limited	Director	-	28-10-2015

Committee position held in Boards of other Company:

Sr. No.	Name of the Company	Audit Committee	Stakeholder Relationship Committee	Other Committee
1	Alkly Amines Chemicals Limited	Member	Chairman	Chairman-Finance Committee Member- Nomination and Remuneration Committee
2	Bharat Forge Limited	Member	-	Member-Nomination & Remuneration Committee
3	Aditya Birla Sun Life Insurance Company Limited	Member	-	Member-Nomination & Remuneration Committee
4	DSP Blackrock Investment Managers Limited	-	-	Member Advisory Board
5	Morarjee Textiles Limited	Member	Chairman	Member-Nomination and Remuneration Committee
6	Raheja QBE	Member	-	Member -Nomination and Remuneration Committee
7	Reliance JIO Media Private Limited	Member	-	Member- Nomination and Remuneration Committee
8	Sharda Cropchem Ltd	-	Member	-
9	Uni Deritend Ltd.	-	-	Member-Nomination and Remuneration Committee

The performance of Mr. Shobhan Thakore was evaluated by the Board of Directors at its Meeting held on January 21, 2019 and was found satisfactory.

Your Directors recommend this Resolution for approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives except Mr. Shobhan Thakore are in any way concerned or interested in the resolution.

**Item No. 6:**

The existing Articles of Association of the Company does not contain the provisions giving powers to Board to appoint an Additional Director. Hence, the Board of Directors at its Meeting held on May 06, 2019 had approved the alteration of Articles of Association (AOA), subject to the approval of the shareholders of the Company, to give powers to Board of Directors to appoint Additional Director.

Your Directors recommend this Resolution for approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

**Place: Mumbai**  
**Date: June 27, 2019**



**By Order of the Board**

A handwritten signature in blue ink, appearing to read "Jigar Shah".

**Jigar Shah**  
**Company Secretary**  
**ACS No: 34571**



**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]

CIN: U66030MH2007PLC173129

Name of the company: RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED  
Registered office: Windsor House, 5th Floor, CST Road, Santacruz (East), Mumbai - 400 098

Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No/ Client Id:  
DP id:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, scheduled to be held on 19<sup>th</sup> day of July 2019 at 4 P.M. at Rahejas", 5<sup>th</sup> Floor, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Profit and Loss Account, Receipts and Payments Account and Revenue Accounts for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Akshay Raheja (DIN No: 00288397), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.		
3	To appoint a Director in place of Mr. Vijay Aggarwal (DIN No: 00515412), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.		
<b>Special Business</b>			
4	Re-appointment of Ms. Ameeta Parpia as an Independent Director		
5	Re-appointment of Mr. Shobhan Thakore as Independent Director		
6	Alteration of Articles of Association		

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. 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 may think appropriate.
3. Please complete all the details including details of member(s) in above box before submission.

