

Raheja QBE General Insurance Company Limited

Ground Floor, P&G Plaza, Cardinal Gracious Road, Chakala,

Andheri (East), Mumbai 400 099, India Telephone: +91 22 4171 5050

Email: customercare@rahejaqbe.com, IRDAI Reg. No. 141

CIN: U66030MH2007PLC173129

www.rahejaqbe.com

**NOTICE**

NOTICE is hereby given that the Nineteenth Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Tuesday, January 25, 2022, at 1.45 P.M. at a shorter notice through video conferencing from Registered Office i.e. Ground Floor, P&G Plaza, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400099 which shall be deemed to be venue of the Meeting to transact the following business:

SPECIAL BUSINESS**1. Increase in Authorized Share Capital of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, and Article 4 of the Articles of Association of the Company, the Members do hereby approve to increase the Authorized Share Capital of the Company from Rs. 2,85,00,00,000/- (Rupees Two Hundred and Eighty-Five Crores) consisting of 28,50,00,000 (Twenty-Eight Crore and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 2,98,00,00,000/- (Rupees Two Hundred and Ninety-Eight Crores) consisting of 29,80,00,000 (Twenty-Nine Crores Eighty Lakhs) Equity Shares of Rs 10/- (Rupees Ten) each;

RESOLVED FURTHER THAT Mr. Pankaj Arora, Managing Director, Mr. Chandraprakash Jain, Chief Financial Officer and Mr. Jigar Shah, Company Secretary & Chief Compliance Officer of the Company, be and are hereby severally authorized to do necessary filings as may be required in relation to the aforesaid increase in Authorized Share Capital and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

2. 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) and other applicable provisions, if any, the Members do hereby approve the alteration of Articles of Association, by substituting the existing Article 4.3 with the following new Article 4.3:

“The Authorized Share Capital of the Company is Rs. 2,98,00,00,000 (Rupees Two Hundred and Ninety Eight Crores) divided into 29,80,00,000 (Twenty-Nine Crores Eighty Lakhs) equity shares of Rs. 10/- each.”

RESOLVED FURTHER THAT Mr. Pankaj Arora, Managing Director, Mr. Chandraprakash Jain, Chief Financial Officer and Mr. Jigar Shah, Company Secretary & Chief Compliance Officer of the Company, be and are hereby severally authorized to do necessary filings as may be required in relation to the aforesaid alteration of Articles of Association of the Company and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

3. Alteration of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to Section 13 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) and other applicable provisions, if any, the Members do hereby approve the alteration of Memorandum of Association, by substituting the existing Clause V (a) with the following new Clause V(a):

“the Authorized Share Capital of the Company is Rs. 2,98,00,00,000 (Rupees Two Hundred and Ninety-Eight Crores) divided into 29,80,00,000 (Twenty Nine Crores and Eight Lakhs) equity shares of Rs. 10/- each.”

RESOLVED FURTHER THAT Mr. Pankaj Arora, Managing Director, Mr. Chandraprakash Jain, Chief Financial Officer and Mr. Jigar Shah, Company Secretary & Chief Compliance Officer of the Company, be and are hereby severally authorized to do necessary filings as may be required in relation to the aforesaid alteration of Memorandum of Association of the Company and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

Place: Mumbai
Date: January 25, 2022

By Order of the Board
For Raheja QBE General Insurance Company
Limited



Jigar Shah
Company Secretary
ACS No: A34571



Registered Office:
Raheja QBE General Insurance Company Limited
Ground Floor, P&G Plaza, Cardinal Gracious Road,
Chakala, Andheri (East), Mumbai – 400099

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. Bodies Corporate can be represented at the meeting by such person(s) as are authorized. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
3. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Jigar Shah, Company Secretary at jigar.shah@rahejaqbe.com
4. Since the Extraordinary General Meeting will be held through VC, the Route Map is not annexed in this Notice.

Disclosure in respect of convening the Extraordinary General Meeting through Video Conferencing facilities notified by the Ministry of Corporate Affairs vide General Circular No. 14/2020, General Circular No. 17/2020, General Circular No. 22/2020, General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 10/2021 and General Circular No. 20/2021, dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021 and 8th December 2021 respectively

In view of the massive outbreak of the COVID-19 pandemic, as social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Extraordinary General Meeting ("EGM") through video conferencing (VC) / Other Audio Visual Means ('OAVM') and dispensed personal present of the members at the Meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020, Circular No. 17/2020, Circular No. 22/2020, General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 10/2021 and General Circular No. 20/2021, dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021 and 8th December 2021 respectively, prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC / OAVM. In terms of the said Circular, the Nineteen EGM is being held through VC, without the physical presence of the members at a common venue. Hence, Members can attend and participate in the EGM through VC only.

Disclosures pursuant to General Circular No. 14/2020, Circular No. 17/2020, Circular No. 22/2020, General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 10/2021 and General Circular No. 20/2021 dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021 and 8th December 2021 respectively are as under:

1. The proceedings of the Meeting will be recorded, and Transcript will be maintained in safe custody of the Company. The said transcript will be uploaded on the website of the Company;
2. The Meeting has been convened in compliance with the applicable provisions of the Companies Act, 2013 read with the abovementioned General Circular issued by the Ministry of Corporate Affairs;
3. The Company has provided Google meet (Video Conference facility) for participation in the meeting by members. The framework and instructions for accessing the Video Conference facility is given below:

➤ **For participation:**

Google Meet Meeting ID - meet.google.com/rtu-xyvp-zye

➤ **Voting:**

Any member may convey their vote by show of hands.

Members may use the helpline number i.e. 91-9930364405 for any assistance for using the technology before or during the meeting;

4. Please note that:
 - a. The facilities for joining the meeting shall remain open for 15 minutes before the time scheduled for meeting and will remain open 15 minutes after such scheduled time.
 - b. As per the provisions of Section 103 of the Companies Act, 2013, attendance of members through VC shall be counted for the purpose of reckoning the quorum;
 - c. Since this EGM is being held pursuant to the applicable Circulars through VC, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act 2013, representatives of the members may be appointed for participation and voting in the meeting held

through VC. Such authorisation letter along with the resolution approved by the Board of Directors should be mailed to the mail id of the Company on jigar.shah@rahejaqbe.com before the Commencement of the meeting;

- d. Results on the resolutions proposed to be passed at the meeting will be declared by the Chairman after transacting each of the Agenda items;
- e. Members desirous to inspect the documents pertaining to the resolutions proposed at the meeting may write to the Company on its designated mail id jigar.shah@rahejaqbe.com

EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts concerning the Special Business referred to in the accompanying Notice:

Item No. 1

The existing Authorized Share Capital of the Company is Rs. 2,85,00,00,000 (Rupees Two Hundred and Eighty Five Crore) divided into 28,50,00,000 (Twenty-Eight Crore and Fifty Lakhs only) Equity Shares of INR 10/- (Rupees Ten). In line with the Business Plan of the Company approved by the Board of Directors at its Meeting held on January 25, 2021, additional capital would be required. The current paid up share capital of the Company is Rs. 2,83,96,78,540 (Two Hundred Eighty-Three Crores Ninety-Six Lakhs Seventy Eight Thousand Five Hundred and Forty) and further issue of capital would require increase in the Authorized Share Capital of the Company.

The Board of Directors at its Meeting held on January 25, 2022, has approved the increase in Authorized Share Capital of the Company to Rs. 2,98,00,00,000 (Rupees Two Hundred and Ninety-Eight Crores) divided into 29,80,00,000 (Twenty-Nine Crores Eighty Lakhs) equity shares of Rs. 10/- (Rupees ten) each subject to approval of the Members.

The Board recommends the Resolution set out in item no. 1 for approval of the Members as Ordinary Resolution.

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

Item No 2:

Pursuant to the increase in authorized share capital of the Company as per item No. 1, it is required to alter Articles of Association of the Company.

Accordingly, the Board of Directors at its Meeting held on January 25, 2022, approved the alteration of Articles of Association of the Company (AOA), subject to approval of Members, by substituting the existing Article 4.3 with the following new Article 4.3:

“The authorized share capital of the Company is Rs. 2,98,00,00,000 (Rupees Two Hundred and Ninety-Eight Crores) divided into 29,80,00,000 (Twenty-Nine Crore Eighty Lakhs) equity shares of Rs. 10/- each.”

The Board recommends the Resolution set out in item no. 2 for approval of the Members as Special Resolution.

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

Item No 3:

Pursuant to the increase in authorized share capital of the Company as per Item No. 1, it is required to alter Memorandum of Association of the Company.

Accordingly, the Board of Directors at its Meeting held on January 25, 2022, approved the alteration of Memorandum of Association of the Company, subject to approval of Members, by substituting the existing Clause V(a) with the following new Clause V(a):

“the Authorized Share Capital of the Company is Rs. 2,98,00,00,000 (Rupees Two Hundred Ninety-Eight Crores) divided into 29,80,00,000 (Twenty-Nine Crore Eighty Lakhs) equity shares of Rs. 10/- each.”

The Board recommends the Resolution set out in item no. 3 for approval of the Members as Special Resolution.

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

Place: Mumbai

Date: January 25, 2022

Regd. Office: Ground Floor, P&G Plaza,
Cardinal Gracious Road, Chakala,
Andheri (East), Mumbai - 400099

**By Order of the Board
For Raheja QBE General Insurance Company Limited**



**Jigar Shah
Company Secretary**