

NOTICE

NOTICE is hereby given that the Twentieth Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Monday, July 25, 2022, at 1.30 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 an 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. 2,98,00,00,000/- (Rupees Two Hundred and Ninety-Eight Crores) consisting of 29,80,00,000 (Twenty-Nine Crores and Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 3,09,00,00,000/- (Rupees Three Hundred and Nine Crores) consisting of 30,90,00,000 (Thirty Crores and Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each;

RESOLVED FURTHER THAT Mr. Pankaj Arora, Managing Director & CEO, 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. 3,09,00,00,000/- (Rupees Three Hundred and Nine Crores) consisting of 30,90,00,000 (Thirty Crores and Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT Mr. Pankaj Arora, Managing Director & CEO, 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 a 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. 3,09,00,00,000/- (Rupees Three Hundred and Nine Crores) consisting of 30,90,00,000 (Thirty Crores and Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT Mr. Pankaj Arora, Managing Director & CEO, 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: July 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

Raheja QBE General Insurance Company Limited
P&G Plaza, Ground Floor, 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
Website: www.rahejaqbe.com



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, General Circular No. 20/2021 and General Circular No. 3/2022, dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 8th December 2021 and 5th May 2022 respectively

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting (“EGM”) through video conferencing (VC) 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, General Circular No. 20/2021 and General Circular No. 3/2022, dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 8th December 2021, and 5th May 2022 respectively (“MCA Circulars”), prescribing the procedures and manner of conducting the Extraordinary General Meeting (EGM) through VC. In terms of the said MCA Circulars, it is proposed to convene the Twentieth Extraordinary General Meeting through VC only. Hence, Members can attend and participate in the EGM through VC only. The deemed venue for the EGM will be the Registered Office of the Company at Ground Floor, P&G Plaza, Cardinal Gracious Road, Chakala, Andheri East, Mumbai – 400099.

Disclosures pursuant to MCA Circulars 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 Act read with the MCA Circulars;
3. The Company has provided Google meet link (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 link - meet.google.com/gyh-eupe-peg
 - **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.

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- 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 MCA 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 authorization letter along with the resolution approved by the Board of Directors should be mailed to the mail id of the Company Secretary at 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 Secretary 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. 2,98,00,00,000 (Rupees Two Hundred and Ninety-Eight Crore) divided into 29,80,00,000 (Twenty-Nine Crore and Eighty Lakhs) Equity Shares of Rs. 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, 2022, additional capital would be required. The current paid up share capital of the Company is Rs. 2,96,04,13,160 (Two Hundred Ninety-Six Crores Four Lakhs Thirteen Thousand One Hundred and Sixty) 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 July 25, 2022, has approved the increase in Authorized Share Capital of the Company to Rs 3,09,00,00,000/- (Rupees Three Hundred and Nine Crores) divided into 30,90,00,000 (Thirty Crores and Ninety 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 an 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 July 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. 3,09,00,00,000/- (Rupees Three Hundred and Nine Crore) divided into 30,90,00,000 (Thirty Crores and Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

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

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Accordingly, the Board of Directors at its Meeting held on July 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. 3,09,00,00,000/- (Rupees Three Hundred and Nine Crore) divided into 30,90,00,000 (Thirty Crores and Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

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