

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U66030MH2007PLC173129

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCR7145R

(ii) (a) Name of the company

RAHEJA QBE GENERAL INSURA

(b) Registered office address

Ground Floor, P & G Plaza, Cardinal Gracious Road,  
Chakala, Andheri (East)  
Mumbai  
Mumbai City  
Maharashtra  
400006

(c) \*e-mail ID of the company

jigar.shah@rahejaqbe.com

(d) \*Telephone number with STD code

02241714908

(e) Website

(iii) Date of Incorporation

14/08/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 07/08/2020

(b) Due date of AGM 31/12/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K3	Life/Non-life Insurance and Reinsurance activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Prism Johnson Limited	L26942TG1992PLC014033	Holding	51

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	220,000,000	207,000,000	207,000,000	207,000,000
Total amount of equity shares (in Rupees)	2,200,000,000	2,070,000,000	2,070,000,000	2,070,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	220,000,000	207,000,000	207,000,000	207,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,200,000,000	2,070,000,000	2,070,000,000	2,070,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	207,000,000	2,070,000,000	2,070,000,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	207,000,000	2,070,000,000	2,070,000,000	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☒ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)					
Type of transfer		<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>
Ledger Folio of Transferor					
Transferor's Name		<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
		Surname	middle name	first name	
Ledger Folio of Transferee					
Transferee's Name		<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
		Surname	middle name	first name	

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,799,743,404.77

(ii) Net worth of the Company

1,487,725,214.6

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	207,000,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	207,000,000	100	0	0

Total number of shareholders (promoters)

8

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

8

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	0	5	0	5	0	0
<b>B. Non-Promoter</b>	1	3	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	8	1	9	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHAH ASHWIN JIGAR	BMRPS0580D	Company Secretar	0	
SHOBHAN MADHUKA	00031788	Director	0	
AKSHAY RAJAN RAHE	00288397	Director	0	
VIJAY AGGARWAL	00515412	Director	0	
AMEETA AZIZ PARPIA	02654277	Director	0	
VIVEKRISHI KIMTILAL	08332715	Nominee director	0	
ANEETA SUHAS KULK	06651823	Director	0	
CHRISTOPHER THOM	08358536	Nominee director	0	
VIKAS NEWATIA	00918959	Director	0	
SWARAJ KRISHNAN	02920929	Director	0	
CHANDRAPRAKASH J	ADJPJ9309D	CFO	0	
PANKAJ ARORA	08327428	Managing Director	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PANKAJ ARORA	08327428	Managing Director	01/04/2019	Appointment
SWARAJ KRISHNAN	02920929	Director	21/06/2019	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/07/2019	8	6	0
Extra Ordinary General Meeting	20/06/2019	8	6	0

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2019	9	8	88.89
2	19/07/2019	10	9	90
3	22/10/2019	10	9	90
4	23/01/2020	10	9	90

**C. COMMITTEE MEETINGS**

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	06/05/2019	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	Audit Committ	19/07/2019	5	4	80
3	Audit Committ	22/10/2019	5	5	100
4	Audit Committ	23/01/2020	5	5	100
5	Investment Co	06/05/2019	8	8	100
6	Investment Co	19/07/2019	8	8	100
7	Investment Co	22/10/2019	9	9	100
8	Investment Co	23/01/2020	8	8	100
9	Nomination &	06/05/2019	4	3	75
10	Nomination &	19/07/2019	4	3	75

**D. \* ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	07/08/2020
								(Y/N/NA)
1	SHOBHAN M	4	4	100	13	13	100	No
2	AKSHAY RAJ	4	4	100	1	1	100	No
3	VIJAY AGGA	4	4	100	13	13	100	Yes
4	AMEETA AZIZ	4	3	75	13	10	76.92	Yes
5	VIVEKRISHI K	4	3	75	9	6	66.67	No
6	ANEETA SUH	4	3	75	10	8	80	Yes
7	CHRISTOPHE	4	3	75	12	9	75	Yes
8	VIKAS NEWA	4	4	100	10	10	100	Yes
9	SWARAJ KRI	3	3	100	9	9	100	Yes
10	PANKAJ ARO	4	4	100	13	13	100	Yes

**X. \* REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pankaj Arora	Manging Director	32,094,320	0	0	0	32,094,320
	Total		32,094,320	0	0	0	32,094,320

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jigar Shah	Company Secre	1,855,649	0	0	0	1,855,649
2	Chandraprakash Ja	CFO	8,229,696	0	0	0	8,229,696
	Total		10,085,345	0	0	0	10,085,345

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shobhan Thakore	Independent Dir	0	0	0	550,000	550,000
2	Ameeta Parpia	Independent Dir	0	0	0	400,000	400,000
3	Vikas Newatia	Independent Dir	0	0	0	550,000	550,000
4	Swaraj Krishnan	Independent Dir	0	0	0	375,000	375,000
	Total		0	0	0	1,875,000	1,875,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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Raheja QBE Gene	IRDAI	27/01/2020	Violation of Para 7.2	10000000	NA
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(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Rachana Shanbhag

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9297

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

## 1. List of Shareholders as on March 31, 2020

### PARTICULARS OF EQUITY HOLDING PATTERN OF THE RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED AS AT MARCH 31, 2020:

Sl.No.	Category	No.of Investors	No. of Shares held	% of shareholdings	Paid-up equity (Rs. In Lakhs)
<b>A</b>	<b>Promoter &amp; Promoter Group</b>				
<b>A.1</b>	<b>Indian Promoters</b>				
i)	Individuals/HUF (names of major shareholders)	0	0	0	0
<b>ii)</b>	<b>Bodies Corporate:</b>	<b>4</b>	<b>10,55,70,000</b>	<b>51%</b>	<b>10,557.00</b>
	(i) Prism Johnson Limited* "Rahejas", Main Avenue, V.P.Road, Santacruz (West), Mumbai - 400054	4	10,55,70,000	51%	10,557.00
<b>A.2</b>	<b>Foreign Promoters</b>				
i)	Individuals/HUF (names of major shareholders)	0	0	0	0
<b>ii)</b>	<b>Bodies Corporate</b>	<b>4</b>	<b>10,14,30,000</b>	<b>49%</b>	<b>10,143.00</b>
	i) QBE Holdings (AAP) Pty. Ltd.* Level 27, 8-12 Chifley Square, Sydney, New South Wales, Australia	3	5,38,20,000	26%	5382.00
	ii) QBE Asia Pacific Holdings Ltd. 33/F, Oxford House, Taikoo Place, 979 King's Road, Quarry Bay Hong Kong	1	4,76,10,000	23%	4761.00
	<b>Total [A.1 + A.2]</b>	<b>8</b>	<b>20,70,00,000</b>	<b>100%</b>	<b>20,700.00</b>

\*Includes 3 Shares each held jointly by individuals

#Includes 2 shares each held jointly by individuals

## 2. List of Debenture holders as on March 31, 2020

Sr. No	Category	No. of Investors	No. of Shares held	% of holdings	Amount - INR
<b>NIL</b>					

For Raheja QBE General Insurance Company Limited



**Jigar Shah**  
**Company Secretary & Chief Compliance Officer**  
Membership No. A34571  
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](mailto:customercare@rahejaqbe.com), IRDA Reg. No. 141

CIN: U66030MH2007PLC173129

[www.rahejaqbe.com](http://www.rahejaqbe.com)



To  
The Registrar of Companies  
100, Everest Building  
Marine Drive.

October 3, 2020

Dear Sir/Madam,

We wish to inform that the number of Committee Meetings held during the year 2019-20 were 21. However, due to space constraint under point IX (c) of form MGT-7, we are unable to incorporate all the details of meetings of Committee held during the financial year 2019-20. Hence, please find below the details of Committee Meetings in addition to the details of Committee meetings mentioned in Form MGT-7 under point IX(c):

Sr. No	Type of Meeting	Date of Meeting	Total Number of members as on date of Meeting	Attendance	
				Number of Members Attended	% of Attendance
11	Nomination & Remuneration Committee	22/10/2019	4	4	100
12	Nomination & Remuneration Committee	23/01/2020	4	4	100
13	Protection of Policy holder Committee	06/05/2019	5	4	75
14	Protection of Policy holder Committee	19/07/2019	5	5	100
15	Protection of Policy holder Committee	22/10/2019	5	4	75
16	Protection of Policy holder Committee	23/01/2020	5	5	100
17	Risk Management Committee	06/05/2019	5	5	100
18	Risk Management Committee	19/07/2019	7	6	75
19	Risk Management Committee	22/10/2019	7	6	75
20	Risk Management Committee	23/01/2020	7	7	100
21	Corporate Social Responsibility Committee	06/05/2019	5	4	75

For Raheja QBE General Insurance Company Limited

**Jigar Shah**  
Company Secretary & Chief Compliance Officer  
Membership No. A34571  
P&G Plaza, Cardinal Gracious Road,  
Chakala, Andheri (East), Mumbai-400099



# **D. A. KAMAT & CO.**

## **Practicing Company Secretaries**

**Office:** B-208, Shreedham Classic, Next to St John School, S.V Road, Goregaon (W), Mumbai 400 104.

**Contact:** +91-7208023169, +91-9029661169 | [office@csdakamat.com](mailto:office@csdakamat.com) | [www.csdakamat.com](http://www.csdakamat.com)

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### **Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

#### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1. its status under the Act;
- 2. maintenance of registers/records & making entries therein within the time prescribed therein;
- 3. filing of forms and returns with the Registrar of Companies;
- 4. The Company has duly called/ convened/ held meetings of Board of Directors and the meetings of the members of the Company on dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings of the meetings have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.

As per Para VII (1) of Schedule IV to the CA-13, Independent Directors (IDs) are required to hold at least one meeting without the attendance of Non independent directors and members of management. Due to prevailing lockdown conditions of COVID-19, Independent Directors of the Company were not able to hold meeting and meet for performance evaluation as prescribed under Schedule IV of the Companies Act, 2013 during financial year 2019-20.

# *D. A. KAMAT & CO.*

## **Practicing Company Secretaries**

**Office:** B-208, Shreedham Classic, Next to St John School, S.V Road, Goregaon (W), Mumbai 400 104.

**Contact:** +91-7208023169, +91-9029661169 | [office@csdakamat.com](mailto:office@csdakamat.com) | [www.csdakamat.com](http://www.csdakamat.com)

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However, pursuant to circular dated March 24, 2020 issued by Ministry of Corporate Affairs not holding the said meeting shall not be viewed as violation as per the Companies Act, 2013;

5. The Company has not closed the Register of Members during the year under review;

6. The Company has confirmed that has not advanced loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the financial year 2019-20;

7. As confirmed by the Company, contracts and arrangements entered into with related parties during financial year 2019-20 are in the ordinary course of business and at arm's length basis;

8. The Company has not issued or allotted or undertaken any buy back of securities or redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and the Company has not undertaken any transfer of shares during the year under review;

9. During the year under review, the Company has not declared dividend or has not issued any Bonus Shares;

10. The Company was not required to transfer unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. The Company has complied with the provisions in respect of signing of Audited Financial statement and Directors Report as per the applicable Companies Act, 2013 for financial year ending 31<sup>st</sup> March, 2020;

12. The Board of Directors of the Company is duly constituted during the year. Further the changes in the composition of the board of directors are as stated in Annual Return;

13. The Company is required to have Joint Statutory Auditors under the applicable laws. Accordingly, the Company has appointed M/s. Sudit K. Parekh & Co. LLP as the Joint Statutory Auditor for a period of 5(five) years from FY 2017-18 to FY 2021-22 at its Annual General Meeting of the Company held on 23<sup>rd</sup> May, 2017;

Further, the Company has also appointed M/s. Shah Gupta & Co. as the Joint Statutory Auditor for a period of 5(five) years from FY 2018-19 to FY 2022-23 at its Annual General Meeting of the Company held on 15<sup>th</sup> June, 2018;

14. During the year under review, the Company has not accepted/renewed/ repayment of any deposits as per Section 73 of the Companies Act, 2013;

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15. During the year under review, the Company has not borrowed any funds from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;

16. The Loans and investments or guarantees undertaken by the company are within the limits specified in Section 186 of the Companies Act, 2013;

17. During the year under review, the Company has altered the Articles of Association of the Company and accordingly filed MGT-14 in compliance with the provisions of Companies Act, 2013. However there was no alteration in the Memorandum of Association of the Company;

18. During the year under review, the Company has shifted its registered office from Windsor House, 5th Floor, CST Road Kalina, Santacruz (East) Mumbai – 400098 to Ground Floor, P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (East) Mumbai – 400099 w.e.f. September 23, 2019, i.e. within local limits of city and within the jurisdiction of the Registrar of Companies, Mumbai;

19. During the year under review, the Company was not require to obtain any approvals from the Statutory Authorities under the provisions of the Companies Act, 2013.

RACHANA  
HARSHAL  
SHANBHAG

Digitally signed by  
RACHANA HARSHAL  
SHANBHAG  
Date: 2020.10.05  
14:20:01 +05'30'

**Place: Mumbai**

**Date: 05<sup>th</sup> October, 2020**    **Name of Company Secretary in practice: Rachana Shanbhag**

**Signature:**

**Partner, D.A.Kamat & Co.**

**C.P. No. : 9297**

**UDIN: F008227B000854677**