

Raheja QBE General Insurance Company Limited

P&G Plaza, Ground Floor, Cardinal Gracious Road,
Chakala, Andheri (East), Mumbai 400 099, India
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No. 141 CIN: U66030MH2007PLC173129
www.rahejaqbe.com



NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of the Raheja QBE General Insurance Company Limited shall be held on Tuesday, July 27, 2021 at 1.30 P.M. (IST) through video conferencing to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2021, 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. Christopher Killourhy (DIN No: 08358536), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. 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.

Special Business:

4. To approve appointment of Mr. Declan Moore (DIN: 09035492) as a Non-Executive Director of the Company and in this connection, 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 Sections 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Guidelines for Corporate Governance for Insurers in India dated May 18, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI) and other applicable provisions, if any, and in accordance with the Nomination and Remuneration Policy of the Company and Articles of Association of the Company, Mr. Declan Moore (DIN: 09035492), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company w.e.f. January 25, 2021 by the Board of Directors based on the recommendation of Nomination & Remuneration Committee and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non- Executive Director of the Company, a nominee of QBE, liable to retire by rotation;

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

5. To approve revision in remuneration of Mr. Pankaj Arora, Managing Director & CEO of the Company and in this connection, to consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 34A of the Insurance Act, 1938 and in accordance with the articles of association of the Company and all other applicable provisions, if any, and subject to approval of Insurance Regulatory & Development Authority of India (“IRDAI”), the revision in remuneration of Mr. Pankaj Arora, Managing Director & CEO of the Company, as recommended by Nomination & Remuneration Committee and Board of Directors and placed before the Members, be and is hereby approved by the Members of the Company with effect from April 1, 2021;



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

**Place: Mumbai
Date: July 4, 2021**

**Sd/-
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 authorised. 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 requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, will be electronically available during the Meeting for inspection through VC facility. Members can inspect the same by sending an email to Jigar Shah, Company Secretary at jigar.shah@rahejaqbe.com
4. Since the Annual General Meeting will be held through VC, the Route Map is not annexed in this Notice.

Disclosure in respect of convening the Annual 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. 20/2020, General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 02/2021 and General Circular No. 10/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 31st December 2020, 13th January 2021 and 23rd June 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 AGM 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. 20/2020, General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 02/2021 and General Circular No. 10/2021 dated 8th April 2020, 13th April 2020, 5th May, 2020, 28th September 2020, 31st December 2020, 13th January 2021 and 23rd June 2021 respectively, prescribing the procedures and manner of conducting the Annual General Meeting through VC. In terms of the said Circular, it is proposed to convene the Fourteenth Annual General Meeting (AGM) of the members through VC. Hence, Members can attend and participate in the AGM through VC only. The deemed venue for the AGM 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 General Circular No. 14/2020, General Circular No. 17/2020, General Circular No. 20/2020 General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 02/2021 and General Circular No. 10/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 31st December 2020, 13th January 2021 and 23rd June 2021 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 aforesaid General Circular No. 14/2020, Circular No. 17/2020, Circular No. 20/2020, General Circular No. 33/2020, General Circular No. 39/2020, General Circular No. 02/2021 and General Circular No. 10/2021;
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/rgf-cxqt-puk

➤ 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. Attendance through Proxy shall not be allowed; 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 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. 4

The Board of Directors, as per the recommendation of the Nomination and Remuneration Committee and in terms of provisions of Section 161(1) of the Companies Act, 2013, ('the Act') and Articles of Association of the Company, approved the appointment of Mr. Declan Moore, nominee of QBE, as an Additional Director (Non-Executive Director) of the Company with effect from January 25, 2021.

The profile of Mr. Declan Moore is as follows:

Mr. Declan Moore has over 30 years of Financial Services experience gained in a variety of roles. He has worked in the Life Insurance, Superannuation and General Insurance industries, with the past 20 years in General Insurance. Mr. Declan Moore has worked as a consultant for Trowbridge Consulting (now Finity) in Sydney and Towers Watson in Dublin where he was the signing actuary for a number of insurers and reinsurers. He had also run his own consulting practice.

Mr. Declan Moore has spent total 15 years at QBE across several roles including Head of Actuarial Pricing, Operations Manager, Group Chief Actuary, Chief Underwriting Officer, Australia & NZ, and from August 2019, CEO and Chief Customer Officer, NZ & Pacific.

Mr. Declan Moore is a Board Member of the Insurance Council of New Zealand; and previously:

- Member of Institute of Actuaries Diversity Committee
- Mentor for Institute of Actuaries
- Member of Insurance Council of Australia Strategic Risk Committee.
- Member of the actuaries and accountant's liaison committee:
- Chairman of the Motor Insurers' Bureau of Ireland Finance committee
- Director of Insurance Reference Services (IRS) in Sydney

In terms of the provisions of Section 161(1) of the Act, Mr. Declan Moore would hold office upto the date of this Annual General Meeting.

As per the declarations submitted, Mr. Declan Moore is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Declan Moore complies with the 'fit and proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

Mr. Declan Moore has provided his consent for the said appointment.

The Board of Directors recommend the resolution as set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, in the proposed resolution except Mr. Declan Moore as it is pertaining to his appointment.

Item No. 5

The Board of Directors of the Company at its Meeting held on May 4, 2021, has approved the revision in remuneration of Mr. Pankaj Arora, Managing Director & CEO of the Company effective April 1, 2021, as detailed in Annexure A, on the recommendation of the Nomination & Remuneration Committee, subject to the approval of Shareholders in the General Meeting and approval of IRDAI and such terms and condition as the Authority may impose while granting its approval.



The Board recommends the Resolution set out in item No. 5 for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Persons or their relatives are in any way concerned or interested in the proposed resolution except Mr. Pankaj Arora as it is pertaining to his own remuneration.

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

**Sd/-
Jigar Shah
Company Secretary
Membership No: A34571**

**Date: July 4, 2021
Place: Mumbai**

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