

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
www.rahejaqbe.com



NOTICE

NOTICE is hereby given that the Seventeenth Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Tuesday, January 12, 2021, at 2.30 P.M. at a shorter notice through video conference 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. 2,60,00,00,000/- (Rupees Two Hundred and Sixty Crores) consisting of 26,00,00,000 (Twenty-Six Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 2,65,00,00,000/- (Rupees Two Hundred and Sixty-Five Crores) consisting of 26,50,00,000 (Twenty-Six Crores and Fifty 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, 61, 64 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, by substituting the existing Article 4.3 with the following new Article 4.3:

“The Authorized Share Capital of the Company is Rs. 2,65,00,00,000 (Rupees Two Hundred and Sixty-Five Crores) divided into 26,50,00,000 (Twenty-Six Crores and Fifty 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, 61, 64 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 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. 2,65,00,00,000 (Rupees Two Hundred and Sixty-Five Crores) divided into 26,50,00,000 (Twenty-Six Crore and Fifty 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 8, 2021

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

Disclosure in accordance with the circulars notified by the Ministry of Corporate Affairs with respect to convening the meeting through Video Conference facilities vide General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 39/2020 dated 31st December 2020

The Board of Directors of the Company has approved the increase in Authorized Share Capital of the Company from Rs. 2,60,00,00,000 (Rupees Two Hundred and Sixty Crore) to Rs. 2,65,00,00,000 (Two Hundred and Sixty-Five Crores) and alteration of Articles of Association and Memorandum of Association of the Company vide circular resolution dated January 6, 2021, subject to the approval of shareholders.

In view of the prevailing situation of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting 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 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 39/2020 dated December 31, 2020, prescribing the procedures and manner of conducting the General Meeting through VC. In terms of the said Circulars, it is proposed to convene the Seventeenth Extraordinary General Meeting (EGM) of the members through VC. Hence, Members can attend and participate in the EGM through VC only.

Disclosures pursuant to General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 39/2020 dated 31st December, 2020 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 General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 39/2020 dated 31st December 2020;
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/fhu-asux-yvz

➤ **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 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or 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

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

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

**Jigar Shah
Company Secretary
Membership No: A34571**



Date: January 8, 2021

Place: Mumbai

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



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. 2,60,00,00,000 (Rupees Two Hundred and Sixty Crore) divided into 26,00,00,000 (Twenty-Six Crore only) Equity Shares of Rs. 10/- (Rupees Ten) each. In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in the month of Jan 2021. The current paid up share capital of the Company is Rs. 2,45,47,58,350 (Two Hundred Forty-Five Crores Forty-Seven Lakhs Fifty-Eight Thousand Three Hundred and Fifty) and further issue of capital would require increase in the Authorized Share Capital of the Company.

The Board of Directors vide Circular Resolution dated January 6, 2021, approved the increase in Authorized Share Capital of the Company to Rs. 2,65,00,00,000 (Rupees Two Hundred and Sixty-Five Crores) divided into 26,50,00,000 (Twenty-Six Crores and Fifty 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:

Consequent 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 vide Circular Resolution dated January 6, 2021, 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. 2,65,00,00,000 (Rupees Two Hundred and Sixty-Five Crores) divided into 26,50,00,000 (Twenty-Six Crore and Fifty Lakhs) equity shares of Rs. 10/- 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:

Consequent 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 vide Circular Resolution dated January 6, 2021, 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. 2,65,00,00,000 (Rupees Two Hundred and Sixty-Five Crores) divided into 26,50,00,000 (Twenty-Six Crore and Fifty Lakhs) equity shares of Rs. 10/- 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: January 8, 2021

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**

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

**Jigar Shah
Company Secretary**

