

**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: info@rahejaqbe.com , IRDA Reg. No. 141  
CIN: U66030MH2007PLC173129  
[www.rahejaqbe.com](http://www.rahejaqbe.com)



## NOTICE

NOTICE is hereby given that the Sixteenth Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Friday, May 22, 2020, at 2.30 P.M. at a shorter notice through video conferencing, the Company will conduct meeting 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. 220,00,00,000/- (Rupees Two Hundred and Twenty Crores) consisting of 22,00,00,000 (Twenty-Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 260,00,00,000/- (Rupees Two Hundred and Sixty Crore) consisting of 26,00,00,000 (Twenty-Six Crore) Equity Shares of Rs 10/- (Rupees Ten) each ranking Pari Passu in all respect with the existing shares of the Company;

**RESOLVED FURTHER THAT** Mr. Pankaj Arora, Managing Director, Mr. Chandraprakash Jain, Chief Financial Officer and Mr. Jigar Shah, Company Secretary and 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. 260,00,00,000 (Rupees Two Hundred and Sixty Crore only) divided into 26,00,00,000 (Rupees Twenty-Six Crore) 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 and 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 with the following new Clause V:

“the Authorized Share Capital of the Company is Rs. 260,00,00,000 (Rupees Two Hundred and Sixty Crore Only) divided into 26,00,00,000 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 and 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.”

### 4. Revision in remuneration of Mr. Pankaj Arora, Managing Director & CEO


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 detailed in ‘Annexure A’ to this Notice, be and is hereby approved by the Members of the Company with effect from April 1, 2020;

**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.”

**Place: Mumbai**  
**Date: May 22, 2020**

**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 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 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](mailto:jigar.shah@rahejaqbe.com)



**Disclosure in respect of convening the meeting through Video Conferencing facilities notified by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020**

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The Board of Directors of the Company at their meeting held on May 22, 2020 approved the Increase in Authorised Share Capital of the Company from INR 220,00,00,000 (Rupees Two Hundred Twenty Crore) to INR 260,00,00,000 (Rupees Two Hundred and Sixty Crore) and alteration of Articles of Association and Memorandum of Association, subject to the approval of shareholders. Further, the Board of Directors also approved the revision in remuneration of Mr. Pankaj Arora, Managing Director & CEO of the Company, subject to the approval of shareholders.

In view of the massive outbreak 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 20/2020 dated May 5, 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 Sixteenth 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 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 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 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 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/ucg-wqhf-vug](https://meet.google.com/ucg-wqhf-vug)**

➤ **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](mailto: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](mailto: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:** May 22, 2020  
**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 INR 220,00,00,000 (Rupees Two Hundred and Twenty Crore) divided into 22,00,00,000 (Twenty-Two Crore only) Equity Shares of INR 10/- (Rupees Ten). In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company. The current Paid up share capital of the Company is INR 207,00,00,000 (Two Hundred and Seven Crores) and further issue of capital would require increase in the existing Authorized Share Capital of the Company.

The Board of Directors at its Meeting held on May 22, 2020, approved the increase in Authorised Share Capital of the Company to INR 260,00,00,000 (Two Hundred and Sixty Crore) divided into 26,00,00,000 (Twenty Six Crore) equity shares of INR 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 authorised 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 May 22, 2020, 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. 2,60,00,00,000 (Rupees Two Hundred and Sixty Crore only) divided into 26,00,00,000 (Twenty-Six Crore) 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 authorised 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 May 22, 2020, approved the alteration of Memorandum of Association of the Company (MOA), subject to approval of Members, by substituting the existing Clause V with the following new Clause V:

“the Authorized Share Capital of the Company is Rs. 2,60,00,00,000 (Rupees Two Hundred and Sixty Crore Only) divided into 26,00,00,000 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.

**Item No. 4:**

The Board of Directors of the Company at its Meeting held on May 22, 2020 had approved the revised remuneration package of Mr. Pankaj Arora, Managing Director and CEO, effective from 1<sup>st</sup> April 2020, as detailed in 'Annexure A', on the recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders in General Meeting and approval of IRDAI and such terms & conditions as the Authority may impose while granting its approval.

The Board recommends the Resolution set out in item no. 4 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 except Mr. Pankaj Arora as it is pertaining to his own remuneration.

**Place: Mumbai**

**Date: May 22, 2020**

**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**