

**TRANSCRIPTS OF THE NINETEENTH EXTRAORDINARY GENERAL MEETING OF RAHEJA
QBE GENERAL INSURANCE COMPANY LIMITED HELD ON JANUARY 25, 2022**

Election of Chairman of the Meeting:

Ms. Aneeta Kulkarni proposed Mr. Vijay Aggarwal to be the Chairman of the Meeting. Mr. Christopher Killourhy seconded the proposal.

Mr. Vijay Aggarwal took the Chair and welcomed the Members to the Nineteenth Extraordinary General Meeting of the Company.

Quorum:

After ascertaining the requisite quorum was present, the Chairman called the Meeting to order.

The Chairman informed that Mr. Akshay Raheja and Mr. Shobhan Thakore Directors of the Company, were unable to attend meeting due to other commitments.

Further, the Chairman informed that M/s. Sudit K Parekh & Co. LLP, Chartered Accountants, Joint Statutory Auditor, had requested exemption from attending the Extraordinary General Meeting and were granted exemption from attending the Extraordinary General Meeting.

Notice:

With the consent of the Members present, the Notice convening the Extraordinary General Meeting was taken as read.

Thereafter, the Chairman requested the Members to consider the business as set out in the Notice convening the Extraordinary General Meeting.

Special Business:

1. Increase in Authorised Share Capital of the Company

The Chairman proposed the following resolution as an Ordinary Resolution, which was seconded by Ms. Aneeta Kulkarni:

“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. 2,85,00,00,000/- (Rupees Two Hundred and Eighty-Five Crores) consisting of 28,50,00,000 (Twenty-Eight Crore and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 2,98,00,00,000/- (Rupees Two Hundred and Ninety-Eight Crores) consisting of 29,80,00,000 (Twenty-Nine Crores Eighty 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.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

2. Alteration of Articles of Association of the Company

The Chairman proposed the following resolution as a Special Resolution, which was seconded by Mr. Hitesh Vijay:

“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. 2,98,00,00,000 (Rupees Two Hundred and Ninety Eight Crores) divided into 29,80,00,000 (Twenty-Nine Crores Eighty 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.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

3. Alteration of Memorandum of Association of the Company

The Chairman proposed the following resolution as a Special Resolution, which was seconded by Mr. Jignesh Desai:

“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. 2,98,00,00,000 (Rupees Two Hundred and Ninety-Eight Crores) divided into 29,80,00,000 (Twenty Nine Crores and Eighty 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.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

VOTE OF THANKS:

There being no other business, the Meeting was concluded with the vote of thanks to the Chair.