

**NOTICE**

NOTICE is hereby given that the Twenty Fifth Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Thursday, May 02, 2024, at 3.00 P.M. at a shorter notice through video conferencing from Registered Office i.e. 5<sup>th</sup> Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai - 400059 which shall be deemed to be venue of the Meeting to transact the following business:

**SPECIAL BUSINESS****1. Re-appointment of Mr. Swaraj Krishnan as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provision of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and in accordance with the Guidelines for Corporate Governance for Insurers in India dated May 18, 2016 issued by IRDAI (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable provisions, if any, and pursuant to the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and by the Board of Directors, Mr. Swaraj Krishnan (DIN: 02920929), who was appointed as an Independent Director and who holds office up to June 20, 2024, being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director and whose re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, with effect from June 21, 2024;

**RESOLVED FURTHER THAT** any director(s) and Mr. Jigar Shah, Company Secretary, Chief Compliance & Risk 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."

**Place: Mumbai**  
**Date: May 02, 2024**

**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  
5<sup>th</sup> Floor, A Wing, Fulcrum, IA Project Road,  
Sahar, Andheri East, Mumbai - 400059.

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special Business is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Extraordinary General Meeting (“EGM”), are annexed as Annexure 1.
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](mailto:jigar.shah@rahejaqbe.com)
4. Since the Extraordinary General Meeting will be held through VC, the Route Map is not annexed in this Notice.

**Disclosures in respect of convening the Extraordinary General Meeting through Video Conferencing facilities notified by the Ministry of Corporate Affairs vide General Circular No. 14/2020, General Circular No. 3/2022 and General Circular No. 09/2023, dated 8<sup>th</sup> April 2020, 5<sup>th</sup> May 2022 and 25<sup>th</sup> September 2023 respectively.**

---

The Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting (“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, General Circular No. 3/2022 and General Circular No. 09/2023, dated 8<sup>th</sup> April 2020, 5<sup>th</sup> May 2022, and 25<sup>th</sup> September 2023 respectively (“MCA Circulars”), prescribing the procedures and manner of conducting the Extraordinary General Meeting (EGM) through VC. In terms of the said MCA Circulars, it is proposed to convene the Twenty Fifth Extraordinary General Meeting through VC only. Hence, Members can attend and participate in the EGM through VC only. The deemed venue for the EGM will be the Registered Office of the Company at 5<sup>th</sup> Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai - 400059.

Disclosures pursuant to MCA Circulars 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 the MCA Circulars;
3. The Company has provided Google meet link (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 link – [meet.google.com/joy-ijqk-vih](https://meet.google.com/joy-ijqk-vih)**

➤ **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. Since this EGM is being held pursuant to the applicable MCA Circulars through VC, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice. 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 authorization letter along with the resolution approved by the Board of Directors should be mailed to the mail id of the Company Secretary at [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 Secretary on its designated mail id [jigar.shah@rahejaqbe.com](mailto: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. 1**

Mr. Swaraj Krishnan (DIN: 02920929) was appointed as an Independent Director of the Company for a term of five years and hold office as an Independent Director of the Company up to June 20, 2024. The Nomination & Remuneration Committee and the Board of Directors, on the basis of the performance evaluation, has recommended re-appointment of Mr. Swaraj Krishnan as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from June 21, 2024. The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenures, the continued association of Mr. Swaraj Krishnan would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Swaraj Krishnan as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company. Mr. Swaraj Krishnan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Swaraj Krishnan that he meets the criteria of independence as prescribed under Section 149(6) of the Act. In the opinion of the Board, Mr. Swaraj Krishnan fulfil the conditions for re-appointment as an Independent Director as specified in the Act. Mr. Swaraj Krishnan is independent of the management. The Company has also received notice from a Member under Section 160 of the Act proposing his re-appointment as a Director.

The copy of draft letter of appointment of Mr. Swaraj Krishnan setting out the terms and conditions of appointment is available for inspection by the Members at the Company's Registered Office, on all working days, up to the date of the Extraordinary General Meeting. Except for Mr. Swaraj Krishnan who may be deemed to be interested in the appointment, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business. Mr. Swaraj Krishnan are not related to any of the Directors or Promoters of the Company.

The Board recommends the Resolution set out in item No. 1 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: May 02, 2024**

**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  
5<sup>th</sup> Floor, A Wing, Fulcrum, IA Project Road,  
Sahar, Andheri East, Mumbai - 400059.

### Annexure 1

#### Brief Profile of Director seeking re-appointment due to completion of tenure of 5 years as an Independent Director at the 25<sup>th</sup> Extraordinary General Meeting:

Name of the Director	Mr. Swaraj Krishnan
Age	66 years
Qualification	<ul style="list-style-type: none"> <li>BA (Hons) Econ, MA (Business Econ)</li> </ul>
Experience	<ul style="list-style-type: none"> <li>New India Assurance Company Limited (1981-2001)</li> <li>Bajaj Allianz General Insurance Company Limited – CEO (2007- 2009)</li> <li>Magma HDI General Insurance Company Limited – Managing Director &amp; CEO (2010 -2016)</li> </ul>
Terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment as an Independent Director of the Company for a second term of 5 years effective June 21, 2024, and will only be paid sitting fees for attending Board and Committee meetings of the Company, as approved by the Board.
Date of First appointment on the Board	June 21, 2019
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Board Meetings attended during the financial year 2023 -24	Mr. Swaraj Krishnan attended 6 Board Meetings during the Financial Year 2023-24
Other Directorships	NIL
Membership / Chairmanship of Committees of other Boards	NIL