



Insurance | Risk Management | Consulting

Office Address

Unit No. 1801, 18th Floor,
ONE BKC, C Wing, G Block,
Bandra Kurla Complex, Bandra
(East), Mumbai – 400051
T +91 22 6713 3737

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Gallagher Insurance Brokers Private Limited (formerly Gallagher Insurance Brokers Limited) will be held on Friday, September 29, 2023, at 5.30 p.m. (IST) at the Registered Office of the Company at Unit No. 1801, 18th Floor, ONE BKC, C Wing, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board and Auditors thereon.

SPECIAL BUSINESS:

2. To consider, and if thought fit, to pass the following Resolutions as an Ordinary Resolution: -

“**RESOLVED** that pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder, Mr. Vinod Krishnan (DIN: 09498085) who was appointed by the Board of Directors of the Company as an Additional Director on September 29, 2023, and who holds office up to the date of this Annual General Meeting of the Company, in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company.”

**For and on behalf of the Board of Directors
Gallagher Insurance Brokers Private Limited
(Formerly Gallagher Insurance Brokers Limited)**

**Sd/-
Neha Sengupta
Company Secretary**

Mumbai, September 29, 2023

Registered Office:

**Unit No. 1801, 18th Floor, ONE BKC, C Wing, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Email: Compliance.GallagherIndia@ajg.com**

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
4. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries at least a week in advance of the date of Meeting addressed at corporate Address.
5. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under section 170 of Companies Act, 2013 and register of contracts or arrangements in which directors are interested maintained under section 189 of Companies Act, 2013 during the course of the meeting at the venue.
6. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the Notice of Annual General Meeting.
7. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 2:-

Appointment of Mr. Vinod Krishnan as a Director of the Company

Mr. Vinod Krishnan was appointed as the Additional Director of the Company with effect from September 29, 2023, in accordance with the provisions of Section 161 and other applicable provisions of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the above Director holds office only up to the date of the 24th Annual General Meeting of the Company. With respect to the same, pursuant to the recommendations of the Remuneration Committee of the Board of Directors of the, the Board feels that appointment and presence of Mr. Vinod Krishnan on the Board will be desirable, beneficial and in the best interest of the Company and hence recommends resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members.

None of the Directors of the Company except Mr. Vinod Krishnan, is concerned or interested in the proposed resolution.

**For and on behalf of the Board of Directors
Gallagher Insurance Brokers Private Limited
(Formerly Gallagher Insurance Brokers Limited)**

**Sd/-
Neha Sengupta
Company Secretary**

Mumbai, September 29, 2023

Registered Office:

**Unit No. 1801, 18th Floor, ONE BKC, C Wing, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai – 400051**

Email: Compliance.GallagherIndia@ajg.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Gallagher Insurance Brokers Private Limited
(Formerly Gallagher Insurance Brokers Limited)**

Unit No. 1801, 18th Floor, ONE BKC,
C Wing, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051 CIN No.: U72200MH2000PTC124096
Email: Compliance.GallagherIndia@ajg.com

Folio No./ Depository A/c No. _____

I/We, being the member (s) of Shares of the above-named company, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	Email Id	Email Id
Signature, or failing him/her	Signature, or failing him/her	Signature, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Friday, September 29, 2023, at 5.30 p.m. IST at the Registered Office at Unit No. 1801, 18th Floor, ONE BKC, C Wing, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such Resolution are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business			
1.	To consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board and Auditors thereon.		
	Special Business		
2.	To appoint Mr. Vinod Krishnan (DIN: 09498085) as a Director of the Company		

Signed this..... day of..... 2023.

Affix Revenue
Stamp

Signature of shareholder: _____

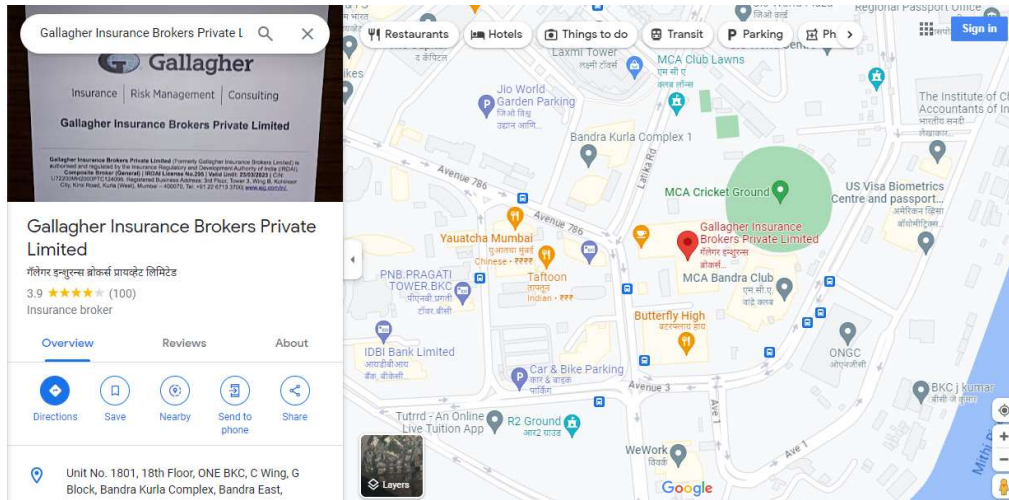
Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map:

Gallagher Insurance Brokers Private Limited (Formerly Gallagher Insurance Brokers Limited)

Annual General Meeting dated September 29, 2023



CONSENT BY SHAREHOLDER FOR SHORTER NOTICE
(Pursuant to Section 101(1) of the Companies Act, 2013)

To,

The Board of Directors

Gallagher Insurance Brokers Private Limited

(Formerly Gallagher Insurance Brokers Limited)

Unit No. 1801, 18th Floor, ONE BKC,

C Wing, G Block, Bandra Kurla Complex,

Bandra (East), Mumbai – 400051

We, _____, having Registered Office at _____, holding _____ Equity Shares of Rs. 10/- each in our name hereby give consent, pursuant to Section 101 and 136 of the Companies Act, 2013 to hold the 24th Annual General Meeting (AGM) of Gallagher Insurance Brokers Private Limited (the Company) on Friday, September 29, 2023, at a shorter notice on account of delay in receipt of the Annual Report.

For

Date: September 29, 2023