



Insurance | Risk Management | Consulting

Office Address
3rd Floor, Tower 3, Wing B,
Kohinoor City, Kirol Road,
Kurla(W), Mumbai-400070
T +91 22 6713 3737

NOTICE is hereby given that an Extraordinary General Meeting (No. 01/2022-2023) of the Members of Gallagher Insurance Brokers Private Limited (formerly Gallagher Insurance Brokers Limited) will be held on Thursday, August 18, 2022 at 2.30 p.m. (IST) at the Registered Office of the Company at 3rd Floor, Tower 3, Wing B, Kohinoor City, Kirol Road, Kurla West, Mumbai – 400070 at a shorter notice to transact the following special business:

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

“**RESOLVED** that subject to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to issue and allot 3,00,000 Equity Shares of the face value of Rs. 10 each, credited as fully paid shares by capitalizing a part of the Securities Premium of the Company, to the holding company, Arthur J Gallagher & Co. (“AJG”) as Bonus Shares in the ratio of 0.0567567 Equity Shares of the face value of Rs. 10/- each for every 1 Equity Share held by AJG on July 31, 2022:-

Sr. No.	Name of the Allottee	No. of Bonus Shares Allotted
1	Arthur J. Gallagher & Co.	3,00,000
	Total	3,00,000

FURTHER RESOLVED that the Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* inter se, with the existing equity shares of the Company in all respects.

FURTHER RESOLVED that for the purpose of creating, offering, issuing and allotting the Equity Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue, settle any questions, difficulties or doubts that may arise in this regard



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without requiring the Board to secure any further consent or approval of the Members 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, August 11, 2022

Registered Office:

3rd Floor, Tower 3, Wing ‘B’,

Kohinoor City, Kirol Road,

Kurla (West), Mumbai – 400070

CIN: U72200MH2000PTC124096

Email: Compliance.GallagherIndia@ajgindia.in

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF 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 Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) in respect of the Special Business to be transacted at the Extraordinary General Meeting (EGM/Meeting) is annexed hereto.
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. A Route Map along with prominent landmark for easy location to reach the venue of Extraordinary General Meeting is annexed with the notice of Extraordinary General Meeting.
5. The Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.

Annexure to the Notice dated August 11, 2022

**Explanatory Statement pursuant to the provisions of
Section 102 of the Companies Act, 2013**

At present, the paid-up share capital of the Company stands at 5,28,57,150 divided in to 52,85,715 Equity Shares of Rs. 10 each fully paid-up.

The Board at its meeting held on June 30, 2022 had accorded its approval to make an application for setting up IRDAI (International Financial Service Centre Insurance Intermediary Offices) ("IIIO") at GIFT City.

Pursuant to the statutory requirements, the Company is required to maintain a minimum paid up capital of USD 67,500 that is equivalent to Rs. 54,00,000 in India or such higher amount as may be directed by the Authority.

Further, in accordance with the provisions of Regulation 19 of IRDAI (Insurance Brokers) Regulations 2018, the Company is required to have the minimum paid-up share capital of Rs. 5 crores.

At present, the paid-up share capital of the Company stands at Rs. 5,28,57,150 divided in to 52,85,715 Equity Shares of Rs. 10 each. In order to meet the above criteria of earmarking a minimum paid-up capital for IIIO, a further increase in the paid-up capital of the Company by Rs. 30,00,000 is therefore proposed.

As of date, an amount of Rs. 69,34,66,367 is lying to the credit of the Securities Premium Account of the Company, therefore, a proposal to increase the paid-up share capital of the Company by issuing Bonus Shares to the existing shareholders by capitalisation of the Securities Premium Account, will be placed before the Board.

In view of the above, the Members are requested to consider a proposal to increase the paid-up share capital by way of issue of bonus shares.

It is proposed to issue 3,00,000 Equity Shares of the face value of Rs. 10 each, as fully paid Bonus Shares in the ratio of 0.0567567 Equity Shares of the face value of Rs. 10/- each for every 1 Equity Share held by Arthur J. Gallagher & Co., the holding company (AJG) on July 31, 2022. The Directors recommend the Resolution as mentioned in the Notice for the approval of the Members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the Special Resolution, as set out in the Notice.

**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, August 11, 2022

Registered Office:

3rd Floor, Tower 3, Wing 'B',

Kohinoor City, Kiroi Road,

Kurla (West), Mumbai – 400070

CIN: U72200MH2000PTC124096

Email: Compliance.GallagherIndia@ajgindia.in

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)**

3rd Floor, Tower 3, Wing 'B',
Kohinoor City, Kiro Road,
Kurla (West), Mumbai – 400070
CIN No.: U72200MH2000PTC124096
Email: Compliance.GallagherIndia@ajgindia.in

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 01/2022-2023 Extraordinary General Meeting of the Company, to be held on Thursday, August 18, 2022 at 02.30 p.m. at the Registered Office at 3rd Floor, Tower 3, Wing B, Kohinoor City, Kiroi Road, Kurla West, Mumbai - 400070 and at any adjournment thereof in respect of such Resolution are indicated below:

Sr. No.	Resolution	For	Against
Special Business			
1.	To approve the further issue and allotment of Bonus Equity Shares of the Company to the holding company, Arthur J Gallagher & Co.		

Signed this..... day of..... 2022.

Affix Revenue Stamp

Signature of shareholder: _____

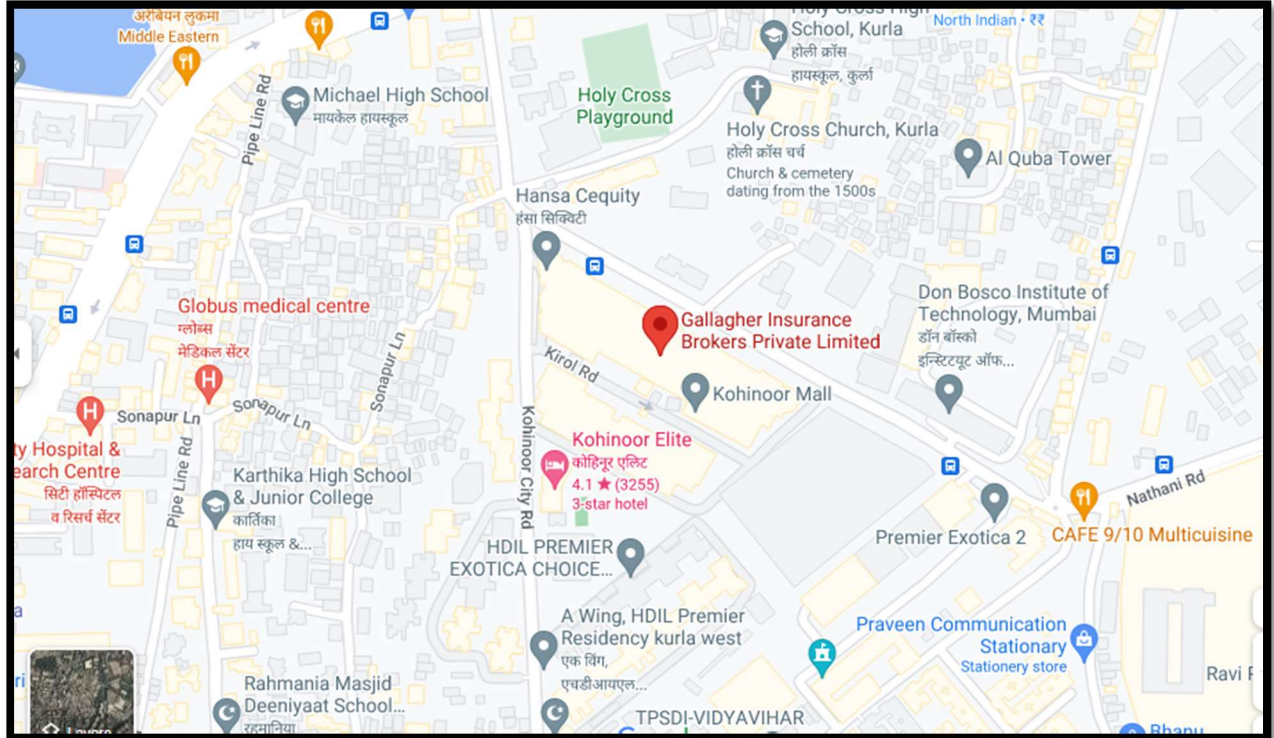
Signature of Proxy holder(s): _____

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)**

Extraordinary General Meeting dated August 18, 2022



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)
3rd Floor, Tower 3, Wing B,
Kohinoor City, Kirof Road, Kurla West,
Mumbai – 400070

I, _____ of _____, holding ___ Equity Share of Rs. 10 each in my name hereby give consent, pursuant to Section 101 of the Companies Act, 2013 to hold an Extraordinary General Meeting of the Company on Thursday, August 18, 2022 at a shorter notice.

Signature: _____

Date: August 11, 2022