



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 that an Extraordinary General Meeting (No. 01/2023-2024) of the Members of Gallagher Insurance Brokers Private Limited (formerly Gallagher Insurance Brokers Limited) will be held on Thursday, October 26, 2023, at 4.00 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:

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

“RESOLVED that pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (“the Act”) if any, the Authorised Share Capital of the Company be increased from INR 6 Crores divided into 60,00,000 Equity Shares of Rs. 10 each to INR 8 Crores divided into 80,00,000 Equity Shares of Rs. 10 each by creation of 20,00,000 Equity Shares of Rs. 10 each and accordingly Clause V of the Memorandum of Association of the Company be substituted by the following Clause V:

‘V The Authorised Share Capital is Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 Equity Shares of Rs. 10 each (Rupees Ten Only) each with the power to increase or decrease the Capital of the Company and to divide the shares into several classes and attach thereto respectively conditions in such manner as may for the time being be provided by the Articles of the Company.’

FURTHER RESOLVED that subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors of the Company 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 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors 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, October 26, 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. 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 October 26, 2023

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

At present, the Authorised Share Capital of the Company stands at INR 6 Crores divided into 60,00,000 Equity Shares of Rs. 10 each.

It is intended to raise the required funds by way of induction of the fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital.

It is proposed to increase the Authorised Share Capital from INR 6 Crores to INR 8 Crores by creation of 20,00,000 Equity Shares of Rs. 10 each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V.

In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution.

The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

The Board of Directors recommend the Ordinary Resolution set out in the Notice for approval of the Members.

None of the Directors, KMPs and their relatives are in any way, concerned or interested in this Item/ Business

**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, October 26, 2023

Registered Office:

**Unit No. 1801, 18th Floor, ONE BKC, C Wing, G Block,
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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 Extraordinary General Meeting of the Company, to be held on Thursday, October 26, 2023, at 4.00 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
	Special Business		
1.	To approve increase in Authorised Capital of the Company		

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

Signature of shareholder: _____

Signature of Proxy holder(s): _____

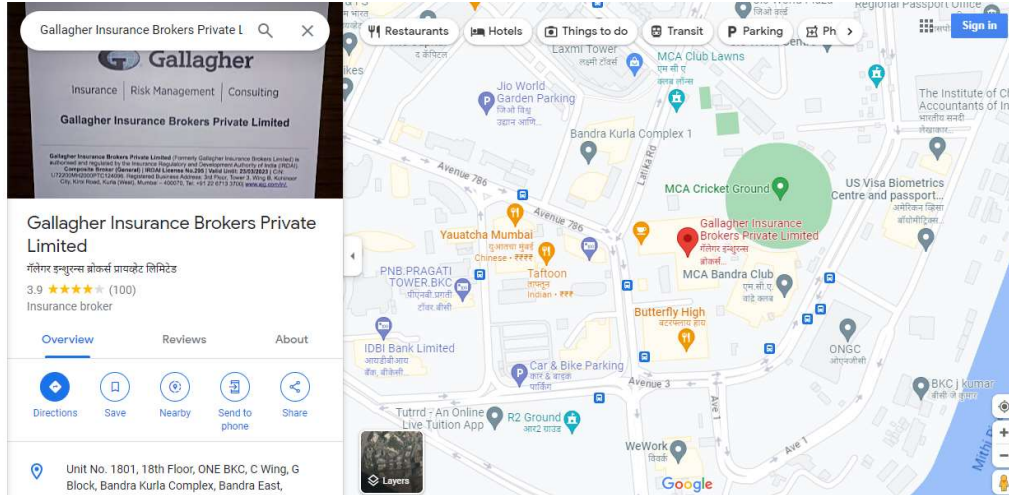
Affix Revenue Stamp

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 October 26, 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 of the Companies Act, 2013 to hold the Extraordinary General Meeting (EGM) of Gallagher Insurance Brokers Private Limited (the Company) on Thursday, October 26, 2023, at a shorter notice.

For

Signature: _____

Date: October 26, 2023