



Insurance | Risk Management | Consulting

**Office Address**  
Unit No. 34, Tower III, 4th Floor,  
Wing B, Kohinoor City Mall,  
Kohinoor City, Kirool Road, Kurla  
West, Mumbai - 400070  
T +91 22 45120574

**NOTICE is hereby given that an Extraordinary General Meeting (No. 01/2025-26) of the Members of Gallagher Insurance Brokers Private Limited will be held on Thursday, August 14, 2025 at 3.30 p.m. (IST) at the Registered Office of the Company at Unit No. 34, Tower III, 4th Floor, Wing B, Kohinoor City Mall, Kohinoor City, Kirool Road, Kurla West, Mumbai – 400070 at a shorter notice through Video Conferencing or Other Audio Visual Means (OAVM) to transact the following special business:**

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**SPECIAL BUSINESS: -**

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

1. **“RESOLVED** that pursuant to the provisions of Section 73 of the Companies Act, 2013 (the Act) read with the Companies (Acceptance of Deposits) Rules, 2014 (the Rules) and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the Members be and is hereby accorded to the Company to receive money by way of unsecured deposit of INR 250 Million from its Member, Gallagher Service Center LLP, at such interest rate and on such terms and conditions as may be mutually agreed between the Company and the Member.

**RESOLVED FURTHER** that for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to do such acts, deeds, matters and things as the Board of Directors may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/ renewal/ receipts as aforesaid and matters incidental thereto.

**RESOLVED FURTHER** that any of the Directors or Key Managerial Personnel (as defined in the Companies Act, 2013) be and are hereby severally authorised to issue a certified true copy of this Resolution.”

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

**Sd/-  
Neha Sengupta  
Company Secretary**

**August 12, 2025**

**Registered Office:  
Unit No. 34, Tower III, 4<sup>th</sup> Floor,  
Wing B, Kohinoor City Mall, Kohinoor City,  
Kirool Road, Kurla West, Mumbai – 400070.  
Email: [Compliance.GallagherIndia@ajq.com](mailto:Compliance.GallagherIndia@ajq.com)**

**NOTES:-**

1. 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.
2. In continuation of the Ministry of Corporate Affairs' General Circular No. 20/2020 dated May 05, 2020, General Circular No. 2/2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No.09/2023 dated September 23, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the MCA Circulars), Companies have been allowed to conduct the EGM through VC/OAVM without the physical presence of the Members at a common venue. Accordingly, as per MCA Circulars and the applicable provisions of the Act, the Extraordinary General Meeting (No. 01/2025-26) of the Company shall be conducted through VC/OAVM on Thursday, August 14, 2025, at 3.30 p.m. (IST) at a shorter notice.
3. As per the provisions of the Act and the Articles of Association of the Company, a member entitled to attend, and vote is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being conducted in accordance with the MCA Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility of appointment of proxies by members will not be available for such meetings. Hence, the Proxy Form, Attendance Slip and Route Map of the venue to the EGM are not annexed to the Notice of the EGM. However, the Body Corporates, are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes by show of hands.
4. Pursuant to the MCA Circulars, the members are provided with the facility to join the EGM through the VC/OAVM mode 15 minutes before the scheduled time of commencement of the EGM and the same shall be kept open until 15 minutes after the scheduled time of commencement.
5. The attendance of the members attending the Meeting through VC/OAVM will be counted for the purpose of quorum under Section 103 of the Act.
6. The Meeting is convened at a shorter notice after obtaining the necessary consent of the members as required under the Companies Act, 2013.
7. The Members will be allowed to pose questions during the Meeting. The queries can also be given in advance at [Compliance.GallagherIndia@ajg.com](mailto:Compliance.GallagherIndia@ajg.com).
8. All documents referred to in the accompanying Notice and the explanatory statement as well as other documents as required under the provisions of the Companies Act, 2013 are open for inspection through electronic mode on all working days except Saturdays, Sundays and Holidays between 11:00 AM to 01:00 pm up to the date of this EGM.



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9. The link for VC/OAVM will be shared with the Members. On clicking the link, the members will be able to attend and participate in the proceedings of the Meeting of the Company.
10. The members are encouraged to join the Meeting through Laptops/IPads for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting Please note that in case of the Members/participants connecting through mobile devices, tablets or laptops via mobile hotspot may experience Audio/Visual loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



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## **Annexure to the Notice dated August 12, 2025**

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

#### **ITEM NO. 1: -**

#### **Authority to Borrow Funds**

To meet the financial requirements of the Company, the Global Treasury Team has proposed raising an unsecured loan from the Company's nominee shareholder, Gallagher Service Center LLP (GSC LLP or the Lender), for an amount not exceeding INR 250 million, at such rate of interest and on such other terms and conditions as may be mutually agreed upon between the Company and GSC LLP.

As the Lender is a limited liability partnership, the proposed unsecured loan would be classified as a Deposit under Section 2(31) of the Companies Act, 2013 (Act). Accordingly, the approval of the Board was accorded to borrow the unsecured loan at its Board Meeting held on August 01, 2025, subject to the Shareholders approval and compliance with the applicable provisions of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (Deposit Rules), as would be necessary to avail the unsecured loan from GSC LLP.

Hence, the Board recommends the Resolution set out in Item No. 1 of the accompanying Notice for approval and adoption by 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**

**Sd/-  
Neha Sengupta  
Company Secretary**

**August 12, 2025**

**Registered Office:  
Unit No. 34, Tower III, 4<sup>th</sup> Floor,  
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Email: [Compliance.GallagherIndia@ajg.com](mailto:Compliance.GallagherIndia@ajg.com)**

**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  
Unit No. 34, Tower III, 4<sup>th</sup> Floor, Wing B,  
Kohinoor City Mall, Kohinoor City,  
Kiroli Road, Kurla West, Mumbai – 400070.

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, August 14, 2025, at a shorter notice.

**For**

**Signature:** \_\_\_\_\_

**Date:**