



**JLT Independent Insurance  
Brokers Pvt. Ltd.**

Registered & Principal  
Office:  
A Wing 1<sup>st</sup> Floor, Unit no. 103 & 104,  
Peninsula Corporate Park,  
Ganpat Rao Kadam Marg,  
Off Senapati Bapat Marg,  
Lower Parel,  
Mumbai – 400013  
Tel.: +91 022 45105900

## **NOTICE**

NOTICE is hereby given that an Extraordinary General Meeting of the Members of JLT Independent Insurance Brokers Private Limited will be held at a shorter notice on Thursday, May 28, 2020 at 12.00 Noon through videoconferencing in accordance with MCA Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 to transact the following special business:

### **SPECIAL BUSINESS:**

- 1. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION, TO REGULARISE THE APPOINTMENT OF MR. ASHISH RATHI AS A DIRECTOR OF THE COMPANY:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and Rules issued there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ashish Rathi (DIN: 0008738306) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 15, 2020 in terms of section 161(1) of the Act, be and is hereby appointed as a Director of the Company”.

- 2. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION, TO CONSIDER AND APPROVE CHANGE IN THE NAME OF THE COMPANY AND SUBSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 and the rules framed there under, and subject to the approval of the Registrar of Companies, the consent of members of the company be and is hereby accorded to change the name of the company from JLT Independent Insurance Brokers Private Limited to JLT Independent Consultancy Services Private Limited.”

**RESOLVED FURTHER THAT** the existing Clause I of the Memorandum of Association of the Company be and is hereby substituted by the following Clause:

*Clause I – The name of the Company is JLT Independent Consultancy Services Private Limited.*

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Directors and / or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution”.

**By order of the Board of Directors**  
For **JLT Independent Insurance Brokers Private Limited**



**Aarti Kamath**  
**Company Secretary**  
**Membership No. F6703**

Place: Mumbai.  
Date: May 27, 2020

**Registered Office:**

A Wing, 1st Floor, Unit No.103 & 104,  
Peninsula Corporate Park,  
Ganpat Rao Kadam Marg,  
Off Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013.

**NOTES:**

1. The Members may participate in the meeting through video conferencing by clicking to the following link -

**<https://mmc.zoom.us/j/99241105949?pwd=UVpEU3dkODNoSndLbUVyM29kaEJxZz09>  
Password: 617128**

For any technical assistance or difficulty faced prior or during the meeting, the Members may contact at the following helpline no. 77770348789 (Mr. Sachin Gawade) or email at [jtsysadmin@JLTIndependent.com](mailto:jtsysadmin@JLTIndependent.com).

2. Video Conferencing facility will be opened 15 minutes prior to the schedule time of the meeting and will not be closed before 15 minutes from the schedule time of the meeting.
3. Members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Relevant documents referred to in the Notice and the accompanying Statement and requiring Members' approval and such statutory records and registers, as required to be kept open for inspection under the Companies Act, 2013 shall be available for inspection by the Members through electronic means on all working days, during business hours up to the date of the Meeting.
5. If poll is demanded for any of the item considered during the meeting, the members may convey their assent or dissent on such matters by sending email to [aarti\\_kamath@jltindependent.com](mailto:aarti_kamath@jltindependent.com) during the meeting.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting under Item no. 1 & 2 is annexed hereto.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item no. 1 and 2 of the accompanying Notice dated May 27, 2020:

#### ITEM NO. 1

Mr. Ashish Rathi (DIN: 0008738306) was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 15, 2020. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ashish Rathi holds office upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 1 of the Notice for the appointment of Mr. Ashish Rathi as a Director, liable to retire by rotation.

Except Mr. Ashish Rathi being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.1.

#### ITEM NO. 2

The Members are apprised that pursuant to the approval of Company's application for Voluntary surrender of its Insurance Broking License, the company can no longer use the words "Insurance Brokers" in its name. In this regard, the Board of Directors of the Company, in its meeting held on May 15, 2020, considered and approved to change the existing name of the Company from JLT Independent Insurance Brokers Private Limited to JLT Independent Consultancy Services Private Limited and the availability of the new name was confirmed by MCA vide its letter dated May 24, 2020 which is valid for 60 days.

By virtue of the above change in the Name clause of the Company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

The Board recommends the passing of the Special Resolution as set out in the Item no. 2 of the Notice for changing the name of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

**By order of the Board of Directors**  
**For JLT Independent Insurance Brokers Private Limited**



Aarti Kamath  
**Company Secretary**  
**Membership No. F6703**

Place: Mumbai  
Dated: May 27, 2020

#### Registered Office:

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