RAHEJA QBE

Raheja QBE General Insurance Company Limited
5th Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai – 400059, India.
Tel: 022 69155050 I Email: customercare@rahejaqbe.com I Website: www.rahejaqbe.com
CIN: U66030MH2007PLC173129, IRDAI Reg. No. 141

NOTICE

NOTICE is hereby given that the Twenty Eight Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Wednesday, July 1, 2026, at 8.15 P.M. at a shorter notice through video conferencing from Registered Office i.e. 5th Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai - 400059 which shall be deemed to be venue of the Meeting to transact the following business:

SPECIAL BUSINESS

1. **Alteration of Articles of Association of the Company**

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

"RESOLVED THAT in accordance with the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014, including any statutory modification thereto or re-enactment thereof for the time being in force, and in accordance with the provisions of the articles of association of the Company and such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time, and the Share Purchase Agreement dated March 2, 2026, executed by and amongst the Company, Prism Johnson Limited ("Prism") and QBE Holdings (AAP) Pty Ltd ("QBE") read with the amendment agreement dated June 15, 2026 ("SPA"), and as per the recommendation of the Board of Directors of the Company (the "Board"), the consent of the members of the Company be and is hereby accorded to the adoption of the amended and restated Articles of Association of the Company ("Restated Articles"), in substitution of, and to the entire exclusion of, the existing Articles of Association of the Company, a copy of which, , is placed before this meeting;

RESOLVED FURTHER THAT the amended and restated Articles of Association of the Company, as adopted pursuant to this resolution, shall come into force and effect from the date of this meeting;

RESOLVED FURTHER THAT Mr. Rajeev Dogra, Managing Director & CEO and Mr. Jigar Shah, Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company, including but not limited to filing of the requisite forms and returns with the Registrar of Companies and complying with all other requirements under applicable law in this regard;

RESOLVED FURTHER THAT Mr. Rajeev Dogra, Managing Director & CEO and Mr. Jigar Shah, Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties."

By Order of the Board
For Raheja QBE General Insurance Company Limited

Place: Mumbai
Date: July 1, 2026

Raheja QBE General Insurance Company Limited

Jigar Shah
Company Secretary
ACS No: A34571

Registered Office:
Raheja QBE General Insurance Company Limited
5th Floor, A Wing, Fulcrum, IA Project Road,
Sahar, Andheri East, Mumbai - 400059.

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special Business is annexed hereto.

2. Bodies Corporate can be represented at the meeting by such person(s) as are authorized. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.

3. All documents referred to in the Notice and the Explanatory Statement, and requiring Members’ approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Jigar Shah, Company Secretary at jigar.shah@rahejaqbe.com

4. Since the Extraordinary General Meeting will be held through VC, the Route Map is not annexed in this Notice.

Disclosures in respect of convening the Extraordinary General Meeting through Video Conferencing facilities notified by the Ministry of Corporate Affairs vide General Circular No. 14/2020, General Circular No. 3/2022, General Circular No. 09/2024 and General Circular No. 03/2025, dated 8th April 2020, 5th May 2022, 19th September 2024 and 22nd September 2025 respectively

The Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting ("EGM") through video conferencing (VC) and dispensed personal present of the members at the Meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020, General Circular No. 3/2022, General Circular No. 09/2024 and General Circular No. 03/2025, dated 8th April 2020, 5th May 2022, 19th September 2024 and 22nd September 2025 respectively ("MCA Circulars"), prescribing the procedures and manner of conducting the Extraordinary General Meeting (EGM) through VC. In terms of the said MCA Circulars, it is proposed to convene the Twenty-Eight Extraordinary General Meeting through VC only. Hence, Members can attend and participate in the EGM through VC only. The deemed venue for the EGM will be the Registered Office of the Company at 5th Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai - 400059.

Disclosures pursuant to MCA Circulars are as under:

1. The proceedings of the Meeting will be recorded, and Transcript will be maintained in safe custody of the Company. The said transcript will be uploaded on the website of the Company;

2. The Meeting has been convened in compliance with the applicable provisions of the Act read with the MCA Circulars;

3. The Company has provided Google meet link (Video Conference facility) for participation in the meeting by members. The framework and instructions for accessing the Video Conference facility is given below:

   - **For participation:**

     Google meet link – meet.google.com/ncf-sdwq-rto

   - **Voting:**

     Any member may convey their vote by show of hands.

     Members may use the helpline number i.e. 91-9930364405 for any assistance for using the technology before or during the meeting;

4. Please note that:

   a. The facilities for joining the meeting shall remain open for 15 minutes before the time scheduled for meeting and will remain open 15 minutes after such scheduled time.

   b. As per the provisions of Section 103 of the Companies Act, 2013, attendance of members through VC shall be counted for the purpose of reckoning the quorum;

   c. Since this EGM is being held pursuant to the applicable MCA Circulars through VC, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act 2013, representatives of the members may be appointed for participation and voting in the meeting held through VC. Such authorization letter along with the resolution approved by the Board of Directors should be mailed to the mail id of the Company Secretary at jigar.shah@rahejaqbe.com before the Commencement of the meeting;

d. Results on the resolutions proposed to be passed at the meeting will be declared by the Chairman after transacting each of the Agenda items;

e. Members desirous to inspect the documents pertaining to the resolutions proposed at the meeting may write to the Company Secretary on its designated mail id jigar.shah@rahejaqbe.com.

EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts concerning the Special Business referred to in the accompanying Notice:

Item No. 1

In order to give effect to the transactions contemplated under the Share Purchase Agreement dated March 2, 2026, executed by and amongst QBE Holdings (AAP) Pty Ltd ("**QBE**"), Prism Johnson Limited ("**Prism**") and the Company, as amended by the amendment agreement dated June 15, 2026 ("**SPA**"), it is proposed to adopt the amended and restated articles of association of the Company. The amended and restated articles of association have been approved by the Board at its meeting held on July 1, 2026, subject to the approval of the members of the Company, and a copy thereof is available for inspection by the members at the registered office of the Company and at the venue of this meeting.

The Board recommends the Resolution set out in item no. 1 of the Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Place: Mumbai
Date: July 1, 2026

By Order of the Board
For Raheja QBE General Insurance Company Limited

Raheja QBE General Insurance Company Limited

Jigar Shah
Company Secretary
ACS No: A34571

Registered Office:
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