

TRANSCRIPTS OF THE TWENTY SIXTH EXTRAORDINARY GENERAL MEETING OF RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED HELD ON MARCH 25, 2025

Election of Chairperson of the Meeting:

Mr. Vijay Aggarwal was elected to Chair the proceedings of the Meeting.

Mr. Vijay Aggarwal took the Chair and welcomed the Members to the Twenty Sixth Extraordinary General Meeting of the Company.

Quorum:

After ascertaining the requisite quorum was present, the Chairman called the Meeting to order.

The Chairman informed that Mr. Akshay Raheja, Mr. Raveendra Chittoor, Mr. Vikas Newatia, Mr. Swaraj Krishnan and Mr. Siang Leng Tay, Directors of the Company were unable to attend the meeting due to other commitments.

Notice:

With the consent of the Members present, the Notice convening the Extraordinary General Meeting was taken as read.

Thereafter, the Chairman requested the Members to consider the business as set out in the Notice convening the Extraordinary General Meeting.

Special Business:

1. Increase in Authorized Share Capital of the Company

The Chairman proposed the following resolution as an Ordinary Resolution, which was seconded by Ms. Aneeta Kulkarni:

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, and pursuant to the Article of the Articles of Association of the Company, the Members do hereby approve to increase the Authorized Share Capital of the Company from Rs. 4,72,00,00,000/- (Rupees Four Hundred and Seventy-Two Crores) consisting of 47,20,00,000 (Forty-Seven Crores and Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 6,10,00,00,000/- (Rupees Six Hundred and Ten Crores) consisting of 61,00,00,000 (Sixty-One Crores) equity shares of Rs. 10/- (Rupees Ten) each;

RESOLVED FURTHER THAT Mr. Rajeev Dogra, Managing Director & CEO, Mr. Chandraprakash Jain, Chief Financial & Operating Officer and Mr. Jigar Shah, Company Secretary, Chief Compliance & Risk Officer of the Company, be and are hereby severally authorized to do necessary filings as may be required in relation to the aforesaid increase in Authorized Share Capital and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

2. Alteration of Articles of Association of the Company

The Chairman proposed the following resolution as a Special Resolution, which was seconded by Mr. Jignesh Desai:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, the Members do hereby approve the alteration of Articles of Association, by substituting the existing Article 4.3 with the following new Article 4.3:

“The Authorized Share Capital of the Company is Rs. 6,10,00,00,000 (Rupees Six Hundred and Ten Crores) divided into 61,00,00,000 (Sixty-One Crores) equity shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT Mr. Rajeev Dogra, Managing Director & CEO, Mr. Chandraprakash Jain, Chief Financial & Operating Officer and Mr. Jigar Shah, Company Secretary, Chief Compliance & Risk Officer of the Company, be and are hereby severally authorized to do necessary filings as may be required in relation to the aforesaid alteration of Articles of Association of the Company and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

3. Alteration of Memorandum of Association of the Company

The Chairman proposed the following resolution as a Special Resolution, which was seconded by Mr. Hitesh Vijay:

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, the Members do hereby approve the alteration of Memorandum of Association, by substituting the existing Clause V (a) with the following new Clause V(a):

“The Authorized Share Capital of the Company is Rs. 6,10,00,00,000 (Rupees Six Hundred and Ten Crores) divided into 61,00,00,000 (Sixty-One Crores) equity shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT Mr. Rajeev Dogra, Managing Director & CEO, Mr. Chandraprakash Jain, Chief Financial & Operating Officer and Mr. Jigar Shah, Company Secretary, Chief Compliance & Risk Officer of the Company, be and are hereby severally authorized to do necessary filings as may be required in relation to the aforesaid alteration of Memorandum of Association of the Company and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

4. Appointment of Mr. Ronak Shah (DIN: 06597021) as a Director (Non-Executive) of the Company

The Chairman proposed the following resolution as an Ordinary Resolution, which was seconded by Mr. Jignesh Desai:

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), the IRDAI (Corporate Governance for Insurers) Regulations, 2024 dated March 20, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024 and other applicable provisions, if any, and in accordance with the Nomination and Remuneration Policy of the Company and Articles of Association of the Company, Mr. Ronak Shah (DIN: 06597021), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company with effect from October 22, 2024 by the Board of Directors based on the recommendation of Nomination & Remuneration Committee and who holds office up to the date of next Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non- Executive) of the Company, a nominee of QBE, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds and things as may be necessary to give effect to the above resolution.”

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

5. Appointment of Mr. Siang Leng Tay (DIN: 10901738) as a Director (Non-Executive) of the Company

The Chairman proposed the following resolution as an Ordinary Resolution, which was seconded by Ms. Aneeta Kulkarni:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), the IRDAI (Corporate Governance for Insurers) Regulations, 2024 dated March 20, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024 and other applicable provisions, if any, and in accordance with the Nomination and Remuneration Policy of the Company and Articles of Association of the Company, Mr. Siang Leng Tay (DIN: 10901738), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company with effect from January 27, 2025 by the Board of Directors based on the recommendation of Nomination & Remuneration Committee and who holds office up to the date of next Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non- Executive) of the Company, a nominee of QBE, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds and things as may be necessary to give effect to the above resolution."

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

6. Appointment of Mr. Joseph Conrad Agnelo D'souza (DIN: 00010576) as an Independent Director (Non-Executive) of the Company

The Chairman proposed the following resolution as an Ordinary Resolution, which was seconded by Mr. Hitesh Vijay:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provision of the Companies Act, 2013 ('Act'), and the rules made thereunder read with the Schedule IV to the Act and in accordance with the IRDAI (Corporate Governance for Insurers) Regulations 2024 dated March 20, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024 (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable provisions, if any, and pursuant to the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee, Mr. Joseph Conrad Agnelo D'souza (DIN: 00010576), who was appointed as an Additional Director of the Company (categorized as Non-Executive, Independent Director) by the Board of Directors with effect from August 26, 2024 and who holds office up to the date of next Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, with effect from August 26, 2024 till August 25, 2029;

RESOLVED FURTHER THAT any director(s) and Mr. Jigar Shah, Company Secretary, Chief Compliance & Risk Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

The above resolution was put to vote by show of hands and was declared passed Nem. Con.

7. Appointment of Mr. Raveendra Chittoor (DIN: 02115056) as an Independent Director (Non-Executive) of the Company

The Chairperson proposed the following resolution as an Ordinary Resolution, which was seconded by Ms. Aneeta Kulkarni:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provision of the Companies Act, 2013 ('Act'), and the rules made thereunder read with the Schedule IV to the Act and in accordance with the IRDAI (Corporate Governance for Insurers) Regulations 2024 dated March 20, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024 (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable provisions, if any, and pursuant to the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee, Mr. Raveendra Chittoor (DIN: 02115056), who was appointed as an Additional Director of the Company (categorized as Non-Executive, Independent Director) by the Board of Directors with effect from August 26, 2024 and who holds office up to the date of next Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, with effect from August 26, 2024 till August 25, 2029;

RESOLVED FURTHER THAT any director(s) and Mr. Jigar Shah, Company Secretary, Chief Compliance & Risk Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

The above resolution was put to vote by show of hands and was declared passed Nem. Con.