

NOTICE

NOTICE is hereby given that the Twenty Sixth Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Tuesday, March 25, 2025, at 3.00 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. Increase in Authorized Share Capital of the Company

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

“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 4 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.”

2. 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 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.”

3. Alteration of Memorandum 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 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.”

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

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“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.”

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

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“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.”

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

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“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.”

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

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“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."

Place: Mumbai

Date: March 25, 2025

Registered Office:

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

By Order of the Board

For Raheja QBE General Insurance Company Limited



Jigar Shah
Company Secretary
ACS No: A34571

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special Business is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Extraordinary General Meeting (“EGM”), are annexed as Annexure 1.
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 and General Circular No. 09/2024, dated 8th April 2020, 5th May 2022 and 19th September 2024 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 and General Circular No. 09/2024, dated 8th April 2020, 5th May 2022, and 19th September 2024 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 Sixth 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/tbs-duoj-wqo

➤ **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

The existing Authorized Share Capital of the Company is Rs. 4,72,00,00,000/- (Rupees Four Hundred and Seventy-Two Crores) divided into 47,20,00,000 (Forty-Seven Crores and Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten). In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required. The current paid up share capital of the Company is Rs. 4,55,05,02,360 (Rupees Four Hundred Fifty-five Crores Five Lakhs Two Thousand Three Hundred and Sixty) and further issue of capital would require increase in the Authorized Share Capital of the Company.

The Board of Directors at its Meeting held on March 25, 2025, has approved the increase in Authorized Share Capital of the Company to 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 subject to the approval of the Members.

The Board recommends the Resolution set out in item no. 1 for approval of the Members as an Ordinary Resolution.

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

Item No 2:

Pursuant to the increase in authorized share capital of the Company as per item No. 1, it is required to alter Articles of Association of the Company.

Accordingly, the Board of Directors at its Meeting held on March 25, 2025, approved the alteration of Articles of Association of the Company (AOA), subject to approval of Members, 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.”

The Board recommends the Resolution set out in item no. 2 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.

Item No 3:

Pursuant to the increase in authorized share capital of the Company as per Item No. 1, it is required to alter Memorandum of Association of the Company.

Accordingly, the Board of Directors at its Meeting held on March 25, 2025, approved the alteration of Memorandum of Association of the Company, subject to approval of Members, 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.”

The Board recommends the Resolution set out in item no. 3 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.

Item No. 4

The Board of Directors vide its Circular Resolution dated October 16, 2024, has approved the appointment of Mr. Ronak Shah (DIN: 06597021) as an Additional (Non-Executive) Director of the Company with effect from October 22, 2024, based on the recommendation of the Nomination & Remuneration Committee.

In terms of the provisions of Section 161(1) of the Act, Mr. Ronak Shah would hold office upto the date of the next Annual General Meeting.

As per the declarations submitted, Mr. Ronak Shah is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Ronak Shah is in compliance with the ‘fit and proper’ criteria prescribed under 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.

The Board of Directors is of the view that Mr. Ronak Shah is a person of integrity and possesses relevant expertise and experience to be appointed as Director (Non-Executive) of the Company.

Mr. Ronak Shah has provided his consent for the said appointment.

The Board recommends the Resolution set out in Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Mr. Ronak Shah and his relatives are deemed to be interested in the resolution set out in Item No. 4 of the Notice.

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

Item No. 5

The Board of Directors vide its Circular Resolution dated January 17, 2025, has approved the appointment of Mr. Siang Leng Tay (DIN: 10901738) as an Additional (Non-Executive) Director of the Company with effect from January 27, 2025, based on the recommendation of the Nomination & Remuneration Committee.

In terms of the provisions of Section 161(1) of the Act, Mr. Siang Leng Tay would hold office upto the date of the next Annual General Meeting.

As per the declarations submitted, Mr. Siang Leng Tay is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Siang Leng Tay is in compliance with the ‘fit and proper’ criteria prescribed under 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.

The Board of Directors is of the view that Mr. Siang Leng Tay is a person of integrity and possesses relevant expertise and experience to be appointed as Director (Non-Executive) of the Company.

Mr. Siang Leng Tay has provided his consent for the said appointment.

The Board recommends the Resolution set out in Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

Mr. Siang Leng Tay and his relatives are deemed to be interested in the resolution set out in Item No. 5 of the Notice.

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

Item No. 6

The Board of Directors at its meeting held on July 29, 2024, based on the recommendation of Nomination & Remuneration Committee, approved appointment of Mr. Joseph Conrad Agnelo D'souza as Additional (Non-Executive & Independent) Director, effective August 26, 2024, to hold office for five consecutive years up to August 25, 2029, who shall not be liable to retire by rotation.

In terms of the provisions of Section 161(1) of the Act, Mr. Joseph Conrad Agnelo D'souza would hold office upto the date of next Annual General Meeting.

As per the declarations submitted, Mr. Joseph Conrad Agnelo D'souza is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Joseph Conrad Agnelo D'souza is in compliance with the 'fit and proper' criteria prescribed under 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.

The Board of Directors are of the view that Mr. Joseph Conrad Agnelo D'souza is person of integrity and possesses relevant expertise and experience to be appointed as Independent Director (Non-Executive) of the Company.

A copy of the draft letter of appointment of Mr. Joseph Conrad Agnelo D'souza as Non-executive, Independent Director setting out the terms and conditions is available for inspection through electronic mode, basis the request being sent on jigar.shah@rahejaqbe.com.

The Board of Directors recommend the Resolution as set out in Item No. 6 of the Notice for approval of the Members as on Ordinary Resolution.

Mr. Joseph Conrad Agnelo D'souza and his relatives are deemed to be interested in the resolution set out in Item No. 6 of the Notice.

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

Item No. 7

The Board of Directors at its meeting held on July 29, 2024, based on the recommendation of Nomination & Remuneration Committee, approved appointment of Mr. Raveendra Chittoor as Additional (Non-

Executive & Independent) Director, effective August 26, 2024, to hold office for five consecutive years up to August 25, 2029, who shall not be liable to retire by rotation.

In terms of the provisions of Section 161(1) of the Act, Mr. Raveendra Chittoor would hold office upto the date of next Annual General Meeting.

As per the declarations submitted, Mr. Raveendra Chittoor is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Raveendra Chittoor is in compliance with the 'fit and proper' criteria prescribed under 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.

The Board of Directors are of the view that Mr. Raveendra Chittoor is person of integrity and possesses relevant expertise and experience to be appointed as Independent Director (Non-Executive) of the Company.

A copy of the draft letter of appointment of Mr. Raveendra Chittoor as Non-executive, Independent Director setting out the terms and conditions is available for inspection through electronic mode, basis the request being sent on jigar.shah@rahejaqbe.com.

The Board of Directors recommend the Resolution as set out in Item No. 7 of the Notice for approval of the Members as on Ordinary Resolution.

Mr. Raveendra Chittoor and his relatives are deemed to be interested in the resolution set out in Item No. 7 of the Notice.

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

Place: Mumbai
Date: March 25, 2025

By Order of the Board
For 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.

Annexure 1
(Item No. 4,5,6 & 7)

Brief profile of Directors seeking appointment at the General Meeting

Name of the Director	Mr. Ronak Shah
Age	47 years
Qualification	- Bachelor of Arts in Electrical and Computer Engineering – University of Rochester - New York, USA (2004)
Experience	- Mr. Ronak Shah has more than 20 years of insurance experience, having previously worked for three international insurance broking houses and a major insurance company as an underwriter in the United States and Singapore. Mr. Ronak Shah has underwriting and broking experience across all classes of Financial, Professional and Liability lines as well as Transactional Liability solutions. A strong believer in knowledge sharing, he is also an active contributor of insurance related articles to various trade magazines, a regular speaker at seminars and has conducted courses for various organizations across the region. - Mr. Ronak Shah is currently the President of the General Insurance Association of Singapore (GIA) and heads their Management Committee. In this capacity, he sits on the Executive Council of the Institute of Banking and Finance Singapore (IBF), the Executive Board for East Asian Insurance Congress (EAIC), the ASEAN Insurance Council (AIC), the Financial Sector Tripartite Committee (FSTC) and the Board of Governors at the Singapore College of Insurance (SCI). He is also the Chairman of PLUS in Singapore.
Terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Director (Non-Executive & Non-Independent) of the Company, liable to retire by rotation and will not be paid any remuneration / sitting fees.
Date of First appointment on the Board	October 22, 2024
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Board Meetings attended during the financial year 2024-25 (From April 1, 2024 to March 25, 2025)	Mr. Ronak Shah attended 2 Board Meeting during the Financial Year 2024-25 (From April 1, 2024 to March 25, 2025)
Other Directorships	No directorship in other Indian Companies
Membership / Chairmanship of Committees of other Boards	No Membership / Chairmanship of Committees of other Indian Boards

Name of the Director	Mr. Siang Leng Tay
Age	49 years
Qualification	MBA (Finance), Bachelor of Accountancy
Experience	- Mr. Siang Leng Tay was appointed as Chief Financial Officer and Head of FP&A for QBE Asia in 2019. He is also the Chairman of QBE Vietnam and holds Board directorship in QBE entities in Asia. - Mr. Siang Leng Tay started his career with PriceWaterCoopers (PWC) and has worked in the insurance industry for over 20 years, including roles within the Monetary Authority of Singapore, FM Global, RSA and Allied World Assurance Company Ltd. He is Fellow Chartered Accountant (FCA) of Singapore and a Committee Member of the Insurance Committee of the Institute of Singapore Chartered Accountants (ISCA). He sits on the APAC FP&A Advisory Council of the Association of Financial Professional (AFP) and also an Ambassador with the Singapore Skillsfuture Leadership Development Initiative where they help to nurture the development of Singapore business leaders. - Mr. Siang Leng Tay hold a bachelor's degree in accountancy from Nanyang Technological University Singapore and an MBA in Finance from The University of Manchester and is the winner of the '2022 Excellence in FP&A' and '2023 CFO of the Year' awards from CXOcity.
Terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Director (Non-Executive & Non-Independent) of the Company, liable to retire by rotation and will not be paid any remuneration / sitting fees.
Date of First appointment on the Board	January 27, 2025
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Board Meetings attended during the financial year 2024-25 (From April 1, 2024 to March 25, 2025)	Mr. Siang Leng Tay attended 2 Board Meetings during the Financial Year 2024-25 (From April 1, 2024 to March 25, 2025)
Other Directorships	No directorship in other Indian Companies
Membership / Chairmanship of Committees of other Boards	No Membership / Chairmanship of Committees of other Indian Boards

Name of the Director	Mr. Joseph Conrad Agnelo D'souza
Age	65 years
Qualification	M.Com, MBA, DFM, SEP (London Business School)
Experience	1984 – 1991: Joined HDFC in 1984 as a management trainee. Credit - Lending Operations Department and was responsible for the lending operations for the Bombay office for both the retail and corporate business and related business development activities. Was also responsible for co-ordination of HDFC's lending portfolio on an all India basis and the development and review of credit policy from time to time. 1991 – 2000: Management Services Department and was designated Chief – Management Services in 1995. The functions of the department included inter alia corporate planning and budgeting, product development for lending and resource mobilisation including securitisation, co-ordination with the apex institution National Housing Bank, co-ordination of international borrowings, leasing, consultancy activities and investor relations. Also responsible for the HDFC Bank Project and the IDFC Project 1999 – 2000 Regional Manager (Maharashtra) Responsibilities included business development (lending and resource mobilisation) in Western India. Other responsibilities included performance appraisals, training, new initiatives. 2000 to 2009 – Treasurer Responsibilities include fund management, investments, resource mobilisation both domestic and international, asset liability management and investor relations. Managed the Pilot Issue of Mortgage Backed Securities in the Indian markets in conjunction with National Housing Bank. Have been associated with HDFC's international funding from the multilateral agencies and in the international syndicate loan markets. The Floating Rate Note issue in the international markets in July 2002 won the IFR Asia India Capital Markets Deal of the year for 2002. Managed HDFC's US \$ 500 million Foreign Currency Convertible Bond issue the largest issue out of Asia in

	2005. Managed the first domestic Non-Convertible Debenture cum Warrant issue of US \$ 1.5 bn in 2009. HDFC was the largest issuer of bonds in the private sector and also active in the Interest Rate Swap Market. • 2010 to June 2023 – Member of Executive Management and Chief Investor Relations Officer Designated Chief Investor Relations Officer for HDFC. Responsible for interaction with global and local investors both equity and debt and rating agencies Responsibilities include corporate lending (upto December 2019), corporate planning, strategy and budgeting, investor relations. Member of the Asset Liability Committee and the Risk Committee for HDFC. Member of the team which worked on the merger between HDFC and HDFC Bank Limited. Also coordinated the Integrated Report and the Business Sustainability and Responsibility Report for HDFC July 2023 onwards – Advisor / Independent Director
Terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation and will be paid sitting fees, as approved by the Board of Directors.
Date of First appointment on the Board	August 26, 2024
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Board Meetings attended during the financial year 2024 -25 (From April 1, 2024 to March 25, 2025)	Mr. Joseph Conrad Agnelo D'souza attended 4 Board Meetings during the Financial Year 2024-25 (From April 1, 2024 to March 25, 2025)
Other Directorships	• Chalet Hotels Limited - Independent Director • Camlin Fine Sciences Limited - Independent Director • Prism Johnson Limited - Independent Director • Asianet Satellite Communications Limited - Independent Director • Juhu Beach Resorts Limited - Independent Director • Bharat Bijlee Limited – Independent Director • Mahananda Spa and Resorts Private Limited – Independent Director

Membership / Chairmanship of Committees of other Boards	Name of the Company	Name of the Committee	Chairman/Member
	Chalet Hotels Limited	• Audit Committee	Chairman
		• Stakeholders' Relationship Committee	Chairman
		• Compensation, Nomination Remuneration Committee	Member
		• Risk Management Committee	Member
	Camlin Fine Sciences Limited	• Audit Committee	Member
		• Stakeholders Relationship Committee	Chairman
	Prism Johnson Limited	• Nomination & Remuneration Committee	Chairman
		• Audit Committee	Member
		• Risk Management Committee	Member
	Asianet Satellite Communications Limited	• Nomination & Remuneration Committee	Member
	Juhu Beach Resorts Limited	• Audit Committee	Chairman
		• Nomination & Remuneration Committee	Member
		• CSR Committee	Member
	Bharat Bijlee Limited	• Audit Committee	Member
		• Stakeholder Relationship Committee	Chairman
		• Nomination & Remuneration Committee	Member

Name of the Director	Mr. Raveendra Chittoor		
Age	57 years		
Qualification	• B.Tech., PGDM (equivalent to MBA), FPM • (equivalent to PhD)		
Experience	• Dr. Chittoor has close to two decades of academic experience and taught at the Indian School of Business and the Indian Institute of Management Calcutta before moving to Canada in 2015. Prior to academia, he worked in the industry for over 12 years in organizations such as IBM, CRISIL (Standard & Poor’s Indian subsidiary) and Mumbai-based Rajan Raheja group in senior management positions.		
Terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation and will be paid sitting fees, as approved by the Board of Directors.		
Date of First appointment on the Board	August 26, 2024		
Shareholding in the Company	NIL		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL		
Number of Board Meetings attended during the financial year 2024-25 (From April 1, 2024 to March 25, 2025)	Mr. Raveendra Chittoor attended 4 Board Meetings during the Financial Year 2024-25 (From April 1, 2024 to March 25, 2025)		
Other Directorships	Prism Johnson Limited		
Membership / Chairmanship of Committees of other Boards	Name of the Company	Name of the Committee	Member/Chairman
	Prism Johnson Limited	• Corporate Social Responsibility Committee	Chairman
		• Audit Committee	Member
		• Nomination & Remuneration Committee	Member
		• Stakeholder Relationship Committee	Member