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
Source: Certified as Great Place to Work by the Great Place to Work Institute in June 2025

Notice

NOTICE is hereby given that the Twenty Seventh Extraordinary General Meeting of the Members of the Raheja QBE General Insurance Company Limited will be held on Thursday, January 22, 2026, at 2.30 P.M. at a shorter notice at the Registered Office of the Company at 5th Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai – 400059 to transact the following business:

SPECIAL BUSINESS

1. **Re-appointment of Mr. Rajeev Dogra as Managing Director & CEO of the Company for a period of one (1) year from April 1, 2026 to March 31, 2027**

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

   RESOLVED THAT subject to applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014, provisions of Section 34A of the Insurance Act, 1938, 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, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, and subject to approval of Insurance Regulatory & Development Authority of India (IRDAI), and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on October 24, 2025, the member do hereby approve the re-appointment of Mr. Rajeev Dogra (DIN: 06554001) as Managing Director & CEO of the Company for a period of 1 year from April 1, 2026 to March 31, 2027;

   RESOLVED FURTHER THAT pursuant to the provisions of Section 34A of the Insurance Act, 1938 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 ("the Regulations") dated March 20, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024, and in accordance with the 'CASH SETTLED STOCK APPRECIATION RIGHTS for FY 2026-27 which may be approved by the Board and Shareholders subsequently, and subject to the approval of Insurance Regulatory & Development Authority of India ("IRDAI") and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on October 24, 2025, the members do hereby approve, to pay to Mr. Dogra as per the current remuneration i.e. FY 2025-26 approved by Board and shareholders at their respective meeting held on May 9, 2025 and July 31, 2025 respectively, effective April 1, 2026 till the revision in remuneration is approved by IRDAI for the Financial Year 2026-27, as per details mentioned below:

	Amount in Rs.
Remuneration etc	**Current remuneration**
Remuneration:	
1. Basic Salary	1,07,00,000
2. Dearness Allowance	-
3. House rent allowance	53,50,000
4. Conveyance allowance	-
5. Entertainment allowance	-
6. Other allowances, if any (please specify) - Special Allowance - Leave Travel Allowance (LTA) - Food Coupon - Gift Voucher	 26,28,620 8,91,310 26,400 5,000
Perquisites:	
1. Free furnished house (estimated value)	-
2. Free use insurance company's car for (i) Official purposes (ii) For private purposes on compensating the company with suitable amount	Company Car, fuel and reimbursement of driver salary, provided by the company
3. Provident Fund / Gratuity / Pension	12,84,000 5,14,670
4. Traveling and Halting Allowance	-
5. Medical benefits	-
6. Other benefits, if any (please specify) - Superannuation (10% of basic)	 10,70,000
Bonus	
1. Variable Short-Term Incentive	80,25,000^
2. Variable Long-Term Incentive	80,25,000@
3. Employee Stock Options	-
4. Any other incentive	-

Note:

- Taxes as applicable.
- Eligible for Flexi Compensation Structure as per Company's Policy.
- Insurance: GTL, GPA, GMC as per company's Policy; Mobile phone, Laptop provided by the company.
^Payable post AGM of the company; not later than 30.09.2027. This payout is subject to favourable business performance and performance parameters agreed upon and Mr. Dogra not resigning as on the payment date.
@This is payable in Cash Settled Stock Appreciation Rights. Accordingly, number of CSAR units with maximum value of Rs. 80,25,000 will be granted to Mr. Dogra as per Cash Settled Stock Appreciation Rights for FY 2026-27, which may be approved by the Board and Shareholders subsequently. The units to be granted will be deferred for four years in equal instalments which will be vested / exercised as per latest market valuation of the respective financial year.

RESOLVED FURTHER THAT the members shall consider and approve the revision in remuneration of Mr. Dogra for the Financial Year 2026-27, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board for the revision in remuneration of Mr. Dogra for the Financial Year 2026-27, basis the performance review of FY 2025-26, in the Board Meeting to be held in first quarter of FY 2026-27 and Mr. Dogra shall be paid as per the revised remuneration for the FY 2026-27 once approved by IRDAI;

RESOLVED FURTHER THAT any Director(s), Ms. Antara Palit, Head – Human Resource, Marketing & Operations and Mr. Jigar Shah, Company Secretary & Chief Compliance Officer of the Company be and are hereby authorized severally to submit the required application to the IRDAI seeking approval for the aforesaid reappointment of Mr. Rajeev Dogra as Managing Director & CEO, and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Place: Mumbai
Date: January 22, 2025

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

Jigar Shah
Company Secretary
ACS No: A34571

Raheja QBE General Insurance Company Limited

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

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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 Annual General Meeting ("AGM") are annexed as Annexure 1.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxy form to be effective should be lodged with the company at its registered office, duly stamped, completed and signed.

3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. 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.

5. A Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.

6. 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

7. The route map of the Meeting venue is annexed to this Notice.

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 Authority vide its letter bearing reference no. IRDA/Non Life/ 2016-2017/360 dated May 9, 2023, had approved the appointment of Mr. Rajeev Dogra as the Managing Director & CEO of the Company for a period of 3 years effective from April 1, 2023 to March 31, 2026.

The Board of Directors at its Meeting held on October 24, 2025, have approved the re-appointment of Mr. Rajeev Dogra as the Managing Director & CEO for a period of one (1) year from April 1, 2026 to March 31, 2027, subject to the approval of the shareholders and IRDAI.

As the Board may approve the revision in the remuneration of Mr. Rajeev Dogra for the Financial Year 2026-27, basis the performance review for the FY 2025-26, in the Board Meeting to be held in first quarter of FY 2026-27, it is proposed to pay to Mr. Dogra as per the current remuneration i.e. for FY 2025-26 approved by Board and shareholders at their respective meeting held on May 9, 2025 and July 31, 2025 respectively, subject to the approval of IRDAI, effective April 1, 2026 till the revision in remuneration is approved by IRDAI for FY 2026-27.

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

Mr. Rajeev Dogra and his relative are deemed to be interested in the resolution set out in item no. 1 of the Notice.

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

Place: Mumbai
Date: January 22, 2026

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

Jigar Shah
Company Secretary
ACS No: A34571

Raheja QBE General Insurance Company Limited

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

Annexure 1

Brief Profile of Director seeking re-appointment at the 27 Extraordinary General Meeting:

Mr. Rajeev Dogra

Director Identification	06554001
Age	60 years
Qualification	• Bachelor of Law (L.L.B - Delhi University) • MBA from Faculty of Management Studies (FMS) Delhi • Fellow member of The Insurance Institute of India (FIII)
Brief Profile / Experience	Mr. Rajeev Dogra has 35 years of rich experience with Public Sector and Multinational Private Sector General Insurers. He joined National Insurance in 1989 as a Direct Recruit Officer and was instrumental in setting up new offices, Bancassurance Tie Ups, successful business rollouts and Profit Centre turnarounds. He was responsible for Sales, Underwriting, Claims, Marketing, Legal and Technical aspects of the business in multiple roles. He moved to Bajaj Allianz General Insurance Co. Ltd. in 2001 and did Business rollout for this start up in Property, Health, Travel, Motor and Miscellaneous segments. Apart from securing tie ups with Banks, Travel CRS and large partners in Motor and Health segments, he turned around a perpetually loss-making Region while efficiently settling multiple claims due to the then largest Fire incident in the country. At Raheja QBE, he was responsible for sales and distribution of all Commercial and Retail products. This Company has created a niche for itself as a Specialty Insurer and is also significantly growing its Retail book.
No. of Shares	NIL
Terms and condition of appointment / re-appointment	Mr. Rajeev Dogra is proposed to be reappointed as Managing Director & CEO of the Company for a period of 1 year from April 1, 2026 to March 31, 2027, and is not liable to retire by rotation.
Remuneration Last drawn	NIL
Remuneration Sought to be paid	As per the current remuneration i.e. for FY 2025-26 approved by Board and shareholders at their respective meeting held on May 9, 2025 and July 31, 2025 respectively, effective April 1 2026. The Members shall consider and approve the revision in remuneration payable to Mr. Dogra for the period from April 1, 2026 to March 31, 2027, as may be recommended by the Board of Directors, subject to the approval of IRDAI.
No. of Board Meetings attended during the Financial Year 2025-26	5
Original date of Appointment	Effective April 1, 2023 as MD & CEO
Relationship with other Directors, Manager and Key Managerial Person	None
Directorship held in other companies in India	Ovni Enterprises Private Limited
Membership / Chairmanship in Committees in other Companies in India	None

Form No. MGT-11

PROXY FORM

27th Extraordinary General Meeting Thursday, January 22, 2026 at 2.30 P.M.

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies [Management and Administration) Rules, 2014]

Name of the company: RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED

CIN: U66030MH2007PLC173129

Registered office: 5th Floor, A Wing, Fulcrum, IA Project Road, Sahar, Andheri East, Mumbai – 400059

Name: of the Member(s):

……

Registered address:

……

Email id:

……

Folio No./ Client ID:

………..

DP ID:

………..

I/ We, being the member(s) holding .... shares of the above named company, hereby appoint:

1. Name: ………………………… Address:………………………………………………………………………

   Email Id:…………………………. Signature: …………………………………………………… Or failing

2. Name: …………………………Address:…………………………………………………………………………

   Email Id:…………………………. Signature: ……………………………………………………… Or failing

3. Name: ………………………… Address:…………………………………………………………………………

   Email Id:…………………………. Signature: ……………………………………………… Or failing

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Extraordinary General Meeting of the Company, to be held on the Thursday, January 22, 2026 at 2.30 PM.at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sr. No	Resolutions	For	Against
Special Business			
1.	Re-appointment of Mr. Rajeev Dogra as Managing Director & CEO of the Company for a period of one (1) year from April 1, 2026 to March 31, 2027		

Signed this ……………… day of ……………… 2026

Signature of Member(s):…………………………………………..

Signature of Proxy holder(s):……………………………………………..

Affix Revenue Stamp ₹ 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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