



INDUSIND GENERAL INSURANCE COMPANY LIMITED

(formerly Reliance General Insurance Company Limited)

Registered & Corporate Office: 6th Floor, Oberoi Commerz - 1, International Business Park, Oberoi Garden City, Goregaon (E), Mumbai - 400063

Corporate Identity Number (CIN): U66603MH2000PLC128300

E-mail: compsec@indusindinsurance.com | **Website:** www.reliancegeneral.co.in

Tel: +91 22 4173 2000 | **Fax:** +91 22 4173 2158

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that the resolutions set out below are proposed for approval by the members of IndusInd General Insurance Company Limited (*formerly Reliance General Insurance Company Limited*) (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Company has appointed Mr. Anil Lohia, a Practicing Chartered Accountant (Membership No.: 031626), Partner of Dayal and Lohia, Chartered Accountants or failing him Mr. Khushit Jain, a Practicing Chartered Accountant (Membership No.: 608082), Partner of Dayal and Lohia, Chartered Accountants, as Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFin” or “RTA”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

| | |
|---------------------------------|---|
| Commencement of e-voting | 9:00 a.m. (IST) on Saturday, February 7, 2026 |
| End of e-voting | 5:00 p.m. (IST) on Sunday, March 8, 2026 |

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. Thereafter, the results of e-voting will be announced and displayed on the Company’s website at www.reliancegeneral.co.in.

SPECIAL BUSINESS

ITEM NO.: 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required, consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from existing Rs. 10,00,00,00,000 (Rupees One Thousand Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) equity shares of Rs. 10 (Rupees Ten Only) each to Rs. 30,00,00,00,000 (Rupees Three Thousand Crore Only) divided into 3,00,00,00,000 (Three Hundred Crore) equity shares of Rs. 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Capital Clause (Clause V) of the Memorandum of Association of the Company be substituted with the following clause:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,00,000 (Rupees Three Thousand Crore Only) divided into 3,00,00,00,000 (Three Hundred Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required, and to delegate all or any of its powers herein

conferred to any Committee of Board and/or Director(s) and /or officer(s) of the Company to give effect to this resolution.”

ITEM NO. 2

REGULARISATION OF MS. ASLESHA GOWARIKER (DIN: 03634905) AS AN INDEPENDENT DIRECTOR 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, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ”Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), enabling provisions of the Articles of Association, provisions of the IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 and the rules, guidelines and circulars issued by the Insurance Regulatory and Development Authority of India (“IRDAI”) and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Aslesha Gowariker (DIN: 03634905), who was appointed as an Additional Director (Independent) with effect from December 23, 2025 to hold office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from December 23, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required, and to delegate all or any of its powers herein conferred to any Committee of Board and/or Director(s) and /or officer(s) of the Company to give effect to this resolution.”

ITEM NO. 3

ISSUE OF BONUS EQUITY SHARES

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other

applicable regulations, rules and guidelines issued by any regulatory authorities from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding 10,71,58,43,400 (Rupees One Thousand Seventy-One Crore Fifty-Eight Lakh Forty-Three Thousand and Four Hundred Only) out of free reserves of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of Rs. 10 (Rupees Ten Only) each credited as fully paid to eligible members of the Company whose names appear in the Register of Members or Register of Beneficial Owners maintained by the depositories as on the Record Date fixed by the Board for this purpose, in the proportion of 4:1 i.e., 4 (Four) new fully paid equity shares of Rs. 10 (Rupees Ten Only) each for every 1 (One) existing fully paid equity share of Rs. 10 (Rupees Ten Only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT consequent to the issue of bonus equity shares, the exercise price and/or the number of stock options or phantom stock options, whether vested or unvested, granted to employees under the existing Employees' Stock Option Schemes and/or Phantom Stock Option Schemes of the Company, shall stand appropriately adjusted, without requiring any fresh valuation, in the same ratio as the bonus shares issued, so as to maintain the pre-bonus valuation of the Company.

RESOLVED FURTHER THAT the bonus equity shares so issued and allotted shall rank pari passu in all respects with the existing equity shares of the Company, including dividend and voting rights.

RESOLVED FURTHER THAT no fractional entitlement shall arise on account of the bonus issue and all fractional entitlements, if any, shall be ignored and the number of bonus equity shares to be issued shall be rounded down to the nearest whole number.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors or Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

RESOLVED FURTHER THAT consequent to the issue and allotment of bonus equity shares, the issue price of the equity shares to be issued on private placement basis, if any, shall stand proportionately adjusted, without requiring any fresh valuation, in the same ratio as the bonus shares issued, so as to maintain the pre-bonus valuation per equity share.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and

things as it may deem necessary, desirable or expedient, including without limitation issuing clarifications, resolving any questions, difficulties or doubts whatsoever, effecting such modifications or changes to the foregoing (including modification(s) to the terms of the issue) and to take all steps which may be incidental, consequential, relevant or ancillary in connection with the issue and allotment of bonus equity shares, without being required to seek any further approval of the members and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director, Key Managerial Personnel or officer / executive of the Company and all actions taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 4

ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof duly authorised by the Board) to create, offer, issue and allot equity shares of the Company for cash on a private placement basis, in one or more tranches, to any of the Promoters of the Company, at an issue price of Rs. 335 (Rupees Three Hundred Thirty-Five Only), including a premium of Rs. 325 (Rupees Three Hundred Twenty-Five Only) per equity share, being the price determined in accordance with the valuation report issued by a registered valuer as on the relevant date i.e. September 30, 2025, for an aggregate amount not exceeding Rs. 3,00,00,00,000 (Rupees Three Hundred Crore Only), comprising such number of equity shares as may be required so as not to exceed the aforesaid aggregate amount (“Issue”), on such terms and conditions as may be deemed fit by the Board in accordance with applicable laws, rules and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, the equity shares created, offered, issued and allotted pursuant to the Issue shall rank pari passu in all respects with the existing equity shares of the Company, including dividend and voting rights.

RESOLVED FURTHER THAT in the event the Company issues bonus equity shares prior to the completion of the proposed private placement of equity shares, the issue price and the number of equity shares to be issued on a private placement basis shall stand proportionately adjusted, in the same ratio as the bonus issue, without requiring any fresh valuation, so as to maintain the pre-bonus valuation of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve and issue a Private Placement Offer cum Application Letter in Form PAS-4 to the proposed allottee(s) for subscribing to the equity shares and to record the name(s) and other relevant details of such proposed allottee(s) in Form PAS-5, separately for each tranche under the Issue.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient, including without limitation issuing clarifications, resolving any questions, difficulties or doubts whatsoever, effecting such modifications or changes to the foregoing (including modification(s) to the terms of the issue) and to take all steps which may be incidental, consequential, relevant or ancillary in connection with the issue and allotment of equity shares, without being required to seek any further approval of the members and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director, Key Managerial Personnel or officer / executive of the Company and all actions taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For IndusInd General Insurance Company Limited
(formerly Reliance General Insurance Company Limited)

Sd/-
Sushil Sojitra
Company Secretary & Compliance Officer
(Membership No.: A31993)

Place: Mumbai
Date: February 6, 2026

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, January 30, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / RTA / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.reliancegeneral.co.in and on the website of KFin at <https://evoting.kfintech.com>.
4. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. The remote e-voting period commences **on Saturday, February 7, 2026 (09.00 A.M. IST) and will end on Sunday, March 8, 2026 (05.00 P.M. IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith

disabled by KFin upon expiry of the aforesaid period. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Sunday, March 8, 2026**.

10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to compsec@indusindinsurance.com mentioning his / her / its folio number / DP ID and Client ID.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

- i. The Company is providing e-voting facility of KFin to its members to exercise their right to vote on the proposed resolutions by electronic means.
- ii. The e-voting facility will be available during the following voting period:

| | |
|---------------------------------|---|
| Commencement of e-voting | 9:00 a.m. (IST) on Saturday, February 7, 2026 |
| End of e-voting | 5:00 p.m. (IST) on Sunday, March 8, 2026 |

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.

- iii. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- iv. The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given herein below.

Individual members holding shares of the Company in demat mode:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>User already registered for IDeAS facility: Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> |

| Type of shareholders | Login Method |
|--|--|
| | <p>User not registered for IDeAS e-Services: To register click on link: https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1.</p> <p>Alternatively, by directly accessing the e- Voting website of NSDL Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e- Voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Existing user who have opted for Easi / Easiest Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote.</p> <p>User not registered for Easi/Easiest Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1</p> <p>Alternatively, by directly accessing the e- Voting website of CDSL Visit URL: www.cdslindia.com Provide your demat Account Number and PAN.</p> |

| Type of shareholders | Login Method |
|---|---|
| | <p>System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.</p> |
| <p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p> | <p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p> |

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **9419**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already

registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,).
- v. The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the “EVENT” for Reliance General Insurance Company Limited and click on “Submit”.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - xi. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id dayalandlohia@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No”.

Members whose email IDs are not registered with the Company/KFin/ Depository Participants(s), please follow the following process to generate your login credentials:

- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://rkarisma.kfintech.com/> .
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to meet the Company's future business requirements and to facilitate potential fund-raising, it is proposed to increase the authorised share capital of the Company. Further, the Board of Directors of the Company, at its meeting held on February 6, 2026, has recommended the issuance of bonus shares in the ratio of 4:1 i.e., 4 (Four) bonus equity shares for every 1 (One) existing fully paid equity share held.

If the resolution for issuance of bonus shares, as recommended by the Board, is approved by the members, additional fully paid equity shares shall be allotted to the members upon completion of the bonus issue. Consequently, the total paid-up share capital of the Company post-bonus issue would exceed the present authorised share capital of the Company. Accordingly, the proposed bonus issue also necessitates an increase in the authorised share capital of the Company.

Accordingly, it is proposed to increase the authorised share capital from existing Rs. 10,00,00,00,000 (Rupees One Thousand Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) equity shares of Rs. 10 (Rupees Ten Only) each to Rs. 30,00,00,00,000 (Rupees Three Thousand Crore Only) divided into 3,00,00,00,000 (Three Hundred Crore) equity shares of Rs. 10 (Rupees Ten Only) each, ranking pari passu in all respects with the existing equity shares of the Company.

As a consequence of the proposed increase in authorised share capital, the existing Capital Clause (Clause V) of the Memorandum of Association (MOA) of the Company, needs to be altered accordingly. Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company.

Recommendation and Interest of Directors/KMPs:

The Board of the Company recommends the passing of the Resolution at Item No. 1 as an Ordinary Resolution by the members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2

REGULARISATION OF MS. ASLESHA GOWARIKER (DIN: 03634905) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

In accordance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to have at least one Woman Director.

Mrs. Chhaya Virani completed her second term as a Woman Independent Director of the Company on September 27, 2025 and accordingly ceased to be a Director with effect from September 28, 2025.

In view of the above, the Company is required to appoint a Woman Independent Director to fill the resulting vacancy at the earliest and in any case not later than the immediate next Board Meeting or three months from the date of such vacancy, whichever is later.

Members are requested to note that pursuant to the aforesaid and upon recommendation of the Nomination and Remuneration Committee (“NRC”), Ms. Aslesha Gowariker (DIN: 03634905), was appointed by the Board of Directors (“Board”) as an Additional Director (Independent) with effect from December 23, 2025, to hold office up to the date of ensuing Annual General Meeting of the Company, in terms of provisions of Section 161 of the Companies Act, 2013 (“Act”), rules made thereunder and pursuant to the provisions of the Corporate Governance for Insurers Regulations, 2024 (“CG Regulations”) and a Master Circular on Corporate Governance for Insurers, 2024 (“CG Master Circular”). As per the provisions of Section 161 of the Act, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting (“AGM”) or the last date on which the AGM should have been held, whichever is earlier.

Brief profile of Ms. Aslesha Gowariker and disclosure(s) / information under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are set out in Annexure-1 to the Notice.

Members are requested to note that the Company has received consent in writing from Ms. Aslesha Gowariker to act as Director of the Company and declaration(s) and confirmation(s) stating that she is not disqualified from being appointed as Director of the Company in terms of Section 164 and Independent Director declaration as per Section 149(6) of the Act. Further, the Company has also received “Fit and Proper Declaration” from Ms. Aslesha Gowariker as required under the CG Master Circular. She has also registered herself with the Indian Institute of Corporate Affairs as per Rule 6 of Companies (Appointment and Qualifications) Rules, 2014 and in the opinion of the Board she fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management.

Members are requested to note that the Company has received a notice in writing in terms of the provisions of Section 160 of the Act from a member proposing the candidature of Ms. Aslesha Gowariker, as an Independent Director on the Board of Directors of the Company.

As per the provisions of Section 149 of the Act, Ms. Aslesha Gowariker shall hold office for a term of five consecutive years commencing from December 23, 2025 and she shall not be liable to retire by rotation. The terms and conditions for appointment of Independent Directors is available on the website of the Company at www.reliancegeneral.co.in for online inspection by the Members.

Recommendation and Interest of Directors/KMPs:

The Board of the Company recommends the passing of the Resolution at Item No. 2 as an Ordinary Resolution by the members.

Except Ms. Aslesha Gowariker and her relatives who may be deemed to be interested to the extent of their shareholding, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

ITEM NO. 3

ISSUE OF BONUS EQUITY SHARES

In order to appropriately capitalize the Company's free reserves, strengthen the paid-up share capital and reward the existing shareholders of the Company, the Board of Directors of the Company at its meeting held on February 6, 2026 has proposed to issue up to 1,07,15,84,340 (One Hundred and Seven Crore Fifteen Lakh Eighty-Four Thousand Three Hundred and Forty) equity shares of Rs. 10 each ("Bonus Equity Shares") by capitalizing a sum not exceeding Rs. 10,71,58,43,400 (Rupees One Thousand Seventy-One Crore Fifty-Eight Lakh Forty-Three Thousand and Four Hundred Only) from the free reserves of the Company.

The Bonus Equity Shares shall be issued to the existing equity shareholders of the Company whose names appear in the Register of Members or Register of Beneficial Owners maintained by the depositories, as on the Record Date to be fixed by the Board, in the ratio of 4:1 i.e., 4 (Four) Bonus Equity Shares for every 1 (One) existing fully paid-up equity share held.

Pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the issue of Bonus Equity Shares is subject to the approval of the shareholders of the Company in a general meeting.

Recommendation and Interest of Directors/KMPs:

The Board of the Company recommends passing the Resolution at Item No. 3 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of issue and allotment of bonus equity shares to them consequent to their shareholding, if any, in the Company.

ITEM NO. 4

ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

In order to strengthen its financial position, enhance its underwriting capacity, support growth, and expand its market share, the Company proposes to raise a capital of up to Rs. 3,00,00,00,000 (Rupees Three Hundred Crore Only), in one or more tranches, by issue of equity shares to any of the Promoters of the Company, on private placement basis.

As per the provisions of Section 42 of the Companies Act, 2013 and rules made thereunder, the approval of members by special resolution is required for issue of the shares on private placement basis.

Disclosures as per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

1. Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company at its meeting held on January 28, 2026, has approved the issue of equity shares for cash on a private placement basis, in one or more tranches at an issue price of Rs. 335 (Rupees Three Hundred and Thirty-Five Only), including a premium of Rs. 325 (Rupees Three Hundred Twenty-Five Only) per equity share, for an aggregate amount not exceeding Rs. 3,00,00,00,000 (Rupees Three Hundred Crore Only), comprising such number of equity shares as may be required so as not to exceed the aforesaid aggregate amount.

2. Kinds of securities offered and the price at which security is being offered:

Equity Shares are offered at an issue price of Rs. 335 (Rupees Three Hundred and Thirty-Five Only), including a premium of Rs. 325 (Rupees Three Hundred Twenty-Five Only) per equity share.

3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The price of Rs. 335 (Rupees Three Hundred Thirty-Five Only) per share has been arrived at by Registered Valuer, using the Discounted Cash Flow method.

4. Name and address of valuer who performed valuation:

Valuer Name: Mr. Vishal Laheri, Registered Valuer
IBBI Registration No.: IBBI/RV/05/2019/11283
Office Address: 10th Floor, Techno IT Park, 1006, New Link Road, Near Eskay Resort, Eksar Village, Eksar, Borivali West, Mumbai - 400092.

5. Amount which the company intends to raise by way of such securities:

The Company intends to raise an amount of up to Rs. 3,00,00,00,000 (Rupees Three Hundred Crore Only) in one or more tranches.

6. Material terms of raising such securities:

Under the Private Placement Offer, aggregate amount not exceeding Rs. 3,00,00,00,000 (Rupees Three Hundred Crore Only), comprising such number of equity shares as may be required so as not to exceed the aforesaid aggregate amount, shall be issued for cash at an issue price of Rs. 335 (Rupees Three Hundred and Thirty-Five Only), including a share premium of Rs. 325 (Rupees Three Hundred and Twenty-Five Only) per equity share.

The Equity Shares issued and allotted under this offer shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

7. Proposed time schedule:

The allotment of shares shall be completed by the Company within 60 days from the date of receipt of application money.

8. Purposes/ objects of the offer:

- i. To support business growth through new opportunities
- ii. To enhance underwriting capacity
- iii. To strengthen financial position
- iv. To expand market share

9. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The Private Placement Offer is proposed to be made the Promoters of the Company and they are intending to subscribe the same.

10. Principle terms of assets charged as securities:

Not applicable

Recommendation and Interest of Directors/KMPs:

The Board of the Company recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors
For IndusInd General Insurance Company Limited
(formerly Reliance General Insurance Company Limited)**

**Sd/-
Sushil Sojitra
Company Secretary & Compliance Officer
(Membership No.: A31993)**

Place: Mumbai
Date: February 6, 2026

Annexure-1

Information pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/ re-appointed:

Ms. Aslesha Gowariker:

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|---|--|
| Name of the Director | Aslesha Gowariker |
| Director Identification Number | 03634905 |
| Age | 58 years |
| Qualification | B. Com, LLB |
| Nature of her expertise in specific functional areas | Advisory on strategic M&A transactions, Private Equity and Venture Capital investments |
| Brief Profile and experience | <p>Ms. Aslesha Gowariker is a Senior Partner at Desai & Diwanji's Mumbai office. She began her legal career at Desai & Diwanji and has been in practice for 30 years. Ms. Aslesha specialises in advising on strategic M&A transactions, PE and VC investments, entry and exit strategies, acquisition of stressed assets, regulatory compliances, business contracts and the like, across various industry sectors, including manufacturing, energy, oil & gas, transport, logistics, real estate and media & entertainment.</p> <p>She also advises on real estate transactions, employment law aspects, environmental law compliances, litigation strategy, corporate frauds and economic offences. Her clients include domestic companies and conglomerates, multinational corporations, foreign and domestic banks and financial institutions, global and domestic PE funds, VC funds and HNIs.</p> <p>Ms. Ashlesha has been a board member of several listed and unlisted companies, serves as committee member in prominent trade bodies and speaks at various industry events. She has regularly contributed to advisory and regulatory committees of Central and State Governments.</p> |

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| Terms and conditions of appointment | As per the Appointment Letter and in accordance with the provisions of Companies Act, 2013. The terms and conditions for appointment of Independent Directors is available on the website of the Company at www.reliancegeneral.co.in . |
| Remuneration sought to be paid | Nil |
| Remuneration last drawn | NA |
| Date of first appointment on the Board | December 23, 2025 |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Managers and KMPs | None |
| Number of meetings of the Board attended during the year (FY2025-26) | 2 attended out of 2 Board meetings held since her appointment |
| Other Directorships, Memberships/ Chairmanships of Committees | <u>Other Directorships:</u> NIL <u>Memberships/ Chairmanships of Committees:</u> NIL |