



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

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NOTICE OF THE 26th ANNUAL GENERAL MEETING

Notice is hereby given that the 26th (Twenty-Sixth) Annual General Meeting (“AGM”) of the members of IndusInd General Insurance Company Limited *(formerly Reliance General Insurance Company Limited)* (“Company”) will be held on **Friday, September 25, 2026 at 10.00 a.m. IST** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To declare a final dividend of Rs. 0.01 per equity share for the financial year ended March 31, 2026.

SPECIAL BUSINESS:

Item No. 3

To approve the appointment of Mr. Moses Harding John (DIN: 06810688) as Non-Executive 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 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(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”), Mr. Moses Harding John (DIN: 06810688), who was appointed as an Additional Director (Non-Executive) with effect from April 21, 2026 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.

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. 4

To approve the appointment of Mr. Sharad Mathur (DIN: 08754740) as an Executive Director & Chief Executive Officer of the Company

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 2(94), 152, and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, in accordance with Policy on Remuneration of Directors, Executive Director & CEO, KMPs and other Employees of the Company, the enabling provisions of the Articles of Association of the Company, the provisions of the Insurance Act, 1938 as amended by the Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025, IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 and all other applicable rules, guidelines and circulars issued by the Insurance Regulatory and Development Authority of India (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and as approved by the Board of Directors, subject to the approval of Insurance Regulatory and Development Authority of India (“IRDAI”) and such other approvals as may be required under applicable laws, approval of Members be and hereby accorded to the appointment of Mr. Sharad Mathur (DIN: 08754740) as the Executive Director and Chief Executive Officer of the Company for a period of three (3) years with effect from the date of receipt of approval from the IRDAI or from such other date as may be specified in the approval letter issued by the IRDAI (“Appointment Date”), not liable to retire by rotation, on the terms and conditions as specified hereunder:

1. Remuneration with effect from the Appointment Date

a. Fixed Pay

Fixed Pay of Rs. 6,68,75,000 (Rupees Six Crore Sixty-Eight Lakh and Seventy-Five Thousand only) per annum, on a pro-rata basis for the financial year 2026-27.

The Fixed Pay shall comprise Basic Pay, allowances, perquisites, contribution towards superannuation/retirement benefits and all other fixed items of compensation, in accordance with the approved remuneration structure.

b. Variable Pay

A performance bonus not exceeding 300% of the Fixed Pay shall be payable/granted, subject to the performance of the Company and the Executive Director & Chief Executive Officer, on a pro-rata basis for the financial year 2026-27, in accordance with the applicable IRDAI regulations and the Company's Policy on Remuneration.

The composition of Variable Pay comprising cash and/or share-linked instruments shall be determined in accordance with the guidance of the NRC and the applicable IRDAI regulations, subject to any further requirements stipulated by IRDAI.

c. Other Benefits

In addition to the above, Mr. Mathur shall be entitled to Medical benefit, Group Life Insurance, Accident Insurance, Medical Insurance and club membership, in accordance with the Company Policy for Employees, as applicable from time to time.

2. Joining Bonus:

a. One-time Joining Bonus

Subject to the requisite approvals, including the approval of IRDAI, Mr. Mathur shall be paid a one-time joining bonus of Rs. 1,85,00,000 (Rupees One Crore Eighty-Five Lakh only) in cash, to be paid in two tranches, i.e., Rs. 75,00,000 in the month of joining and Rs. 1,10,00,000 in April 2027.

b. Employee Stock Options

Subject to the requisite approvals, including the approval of the IRDAI, Mr. Mathur shall be granted an aggregate of 2,00,000 Employee Stock Options ("ESOPs") under the Company's ESOP Scheme, of which 1,00,000 ESOPs shall be granted at the time of joining and the remaining 1,00,000 ESOPs shall be granted in April 2027, on such

terms and conditions as may be applicable under the said ESOP Scheme and in accordance with applicable laws and regulatory requirements.

RESOLVED FURTHER THAT the aforesaid joining bonus and ESOPs shall be treated in accordance with the applicable provisions of the IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 and shall be subject to such treatment, conditions and requirements as may be stipulated by IRDAI.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of the said appointment and/or remuneration, as may be necessary from time to time, during the entire tenure, in such a manner as it may deem fit; provided that the remuneration payable to Mr. Mathur shall be subject to the approval of IRDAI pursuant to the provisions of the Insurance Act, 1938 as amended by the Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and to execute any agreement and all such other documents, instruments and writings as may be necessary or expedient, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment and to delegate all or any of its powers herein conferred to any Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

Item No. 5

To approve the 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, approval of Members be and 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. 340 (Rupees Three Hundred and Forty Only), including a premium of Rs. 330 (Rupees Three Hundred and Thirty Only) per equity share, being the price determined in accordance with the valuation report issued by a registered valuer, for an aggregate amount not exceeding Rs. 2,70,00,00,000 (Rupees Two Hundred and Seventy 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 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(s) and/or Officer(s) 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)

Sushil Sojitra
Company Secretary & Compliance Officer
(Membership No. A31993)

Place: Mumbai

Date: September 1, 2026

Notes:

1. An explanatory statement pursuant to Section 102 of the Act setting out the material facts relating to the special business to be transacted at the AGM is annexed thereto. Further, the relevant details with respect to item no. 3 to 6 pursuant to the Secretarial standard of General Meetings issued by the Institute of Company Secretaries of India are also annexed to this notice.
2. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”) and aforesaid MCA Circulars, the AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. In compliance with the above referred MCA Circulars, Annual Report for the financial year 2025-26 along with the Notice of 26th AGM is being sent only through electronic mode to those Members whose name appear in Register of Members/ Register of Beneficial owner as on August 28, 2026 and whose email addresses are registered with the Company/ Depositories. Members may note that the Annual Report and AGM Notice will also be available on the Company’s website www.indusindinsurance.co.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Company’s Registrar and Transfer Agent, KFinTech at <https://evoting.kfintech.com/>. The physical copy of the Annual Report will be sent to the shareholder based on the specific request received at compsec@indusindinsurance.com.
4. The Company has made arrangements through its Registrar & Transfer Agent (RTA), KFin Technologies Limited (formerly known as ‘KFin Technologies Private Limited’) (“KFinTech”), to provide VC / OAVM facility for the AGM and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. In line with ‘Green Initiative’, the members whose email address is not registered with the Company / RTA or with their respective Depository Participant (s) are requested to register and update their e-mail address through their respective Depository Participant.

6. Pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since this AGM will be held through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip is not annexed to this notice.
7. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending request to the Company mentioning their name, DP ID and client ID, No. of shares and PAN on e-mail address compsec@indusindinsurance.com from 10:00 AM on September 23, 2026 to 05:00 PM on September 24, 2026. Only those members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending on the availability of time at the AGM.
8. Corporate Members intending to attend the AGM through VC or OAVM are requested to send to the Company on e-mail address compsec@indusindinsurance.com a certified true copy of their board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the Meeting.
9. KFintech will be providing facilities for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members/Register of Beneficial Owners of the Company will be entitled to vote at the AGM.
12. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended), the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means either by remote e-voting or voting at the AGM. The detailed instructions for e-Voting are given as a separate attachment to this Notice. The Members, whose names appear in the Register of Members/ Register of Beneficial Owners as on close of business hours of September 18, 2026 i.e., being the cut-off date, are entitled to vote on Resolutions set forth in this Notice through remote e-Voting and voting during the AGM. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being September 18, 2026. Members may cast their

votes on electronic voting system through remote e-Voting or voting at the AGM. Any person becoming member after the cut-off date and any person who is not a member as on the AGM date shall treat this AGM notice for information purposes only.

13. The remote e-Voting period will commence at 10:00 a.m. (IST) on Tuesday, September 22, 2026 and will end at 05.00 p.m. (IST) on Thursday, September 24, 2026. The remote e-voting module shall be disabled by KFintech thereafter. Members who have cast their vote by remote e-Voting prior to the AGM may participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Members joining the AGM through VC/OAVM, who have not cast their vote by remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the e-AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
14. The Board has appointed Mr. Khushit Jain and in his absence Mr. Anil Lohia, to act as the Scrutinizer, to scrutinize the entire e-voting process (remote e-Voting and voting at the AGM) in a fair and transparent manner. The Scrutinizer shall within 3 days from the conclusion of the AGM, submit the consolidated report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same and declare the voting results, and the result of the same along with the consolidated scrutinizers report will be disclosed forthwith on the website of the Company www.indusindinsurance.co.in and the website of the KFintech at <https://evoting.kfintech.com/> immediately after the result is declared by the Chairman/person authorized by the Chairman. The same will also be displayed on the Notice Board of the Company. The Company has appointed KFintech as the Agency for the purpose of facilitating electronic voting.
15. Relevant documents referred to in the accompanying Notice and other statutory registers required as per provisions of the Companies Act, 2013 are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. and electronically by sending an email to compsec@indusindinsurance.com from the date of circulation of this AGM Notice upto the date of Meeting.
16. The final dividend for FY2025-26 as recommended by the Board of Directors, if approved by the Members of the Company at AGM, will be paid subject to deduction of tax at source, as may be applicable, to those Members/Beneficial owners whose name will appear in the Register of Members/List of Beneficial Owners as on close of business hours on the Record Date i.e., Friday, September 25, 2026.
17. Members may please note that for shares held in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend, if approved by the members as recommended by the Board of Directors. Members are requested to intimate immediately any change in their address or bank

mandates to their Depository Participants with whom they are maintaining their demat accounts.

18. Members are requested to note that, Dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
19. The proceedings of the meeting shall be uploaded on the Company’s website at www.indusindinsurance.co.in.
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS

AGM participation and voting through electronic means

Instructions for e-Voting:

- (i) In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services (“remote e-Voting”) provided by KFintech on all the resolutions set forth in this Notice.
- (ii) The remote e-Voting period shall commence on 10:00 a.m. (IST) on Tuesday, September 22, 2026 and will end at 05.00 p.m. (IST) on Thursday, September 24, 2026. During this period Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, Friday, September 18, 2026 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFintech after Thursday, September 24, 2026 (5:00 p.m. IST). Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
- (iii) Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if a person is

already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.

(iv) Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

(v) The procedure and instructions for remote e-Voting are as follows:

Login method for remote e-Voting for Individual shareholders holding securities in demat form

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Individual Shareholders holding securities in demat form with NSDL	Individual Shareholders holding securities in demat form with CDSL
1) User already registered for IDeAS facility	1) Existing user who has opted for Easi/Easiest
(i) URL: https://eservices.nsdl.com (ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section (iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” (iv) 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	(i) URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com (ii) Click on New System Myeasi (iii) Login with user id and password (iv) Option will be made available to reach e-Voting page without any further authentication (v) Click on e-Voting service provider name to cast your vote
2) User not registered for IDeAS e-Services	2) User not registered for Easi/Easiest

Individual Shareholders holding securities in demat form with NSDL	Individual Shareholders holding securities in demat form with CDSL
(i) To register click on link: https://eservices.nsdl.com (ii) Select “Register Online for IDeAS” (iii) Proceed with completing the required fields	(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields.
3) User not registered for IDeAS e-Services	3) By visiting the e-Voting website of CDSL
(i) To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (ii) Proceed with completing the required fields	(i) URL: www.cdslindia.com (ii) Provide demat Account Number and PAN (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account (iv) After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress
4) By visiting the e-Voting website of NSDL	
(i) URL: https://www.evoting.nsdl.com/ (ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section (iii) Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen (iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page (v) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period	

Individual Shareholders (holding securities in demat form) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat form and shareholders holding securities in physical form:

- Open your web browser during the remote e-Voting period and navigate to “<https://evoting.kfintech.com>”.
- Enter the login credentials (i.e., User-id and Password) mentioned in the email. Your Folio No./DP ID No./Client ID No. will be your User-ID.

➤ User-ID For Members holding shares in Demat Form:

For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID.

➤ User-ID For Members holding shares in Physical Form:

EVEN (E-Voting Event Number) followed by Folio No. registered with the Company Password will be your unique password which is sent via e-mail along with the Notice of AGM.

- After entering these details appropriately, click on “LOGIN”.

Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-Voting through KFintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your

password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- d). You need to login again with the new credentials.
 - e). On successful login, system will prompt you to select the 'EVENT' and click on 'IndusInd General Insurance Company Limited'.
 - f). If you are holding shares in Demat form and had logged on to "https://evoting.kfintech.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - g). On the voting page, enter the number of shares (which represents the number of votes as on cut-off date, Wednesday, July 23, 2025) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. 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.
 - h). Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - i). You may then cast your vote by selecting an appropriate option and click on "Submit".
 - j). 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 all the resolution(s).
 - k). Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
- (vi) 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., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-Voting 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 "IndusInd General Insurance Company Limited".
- (vii) The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Friday, September 18, 2026.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

- (viii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on <https://evoting.kfintech.com> to reset the password.

- (ix) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (“FAQs”) and e-Voting user manual available at the download section of <https://evoting.kfintech.com> (“KFintech Website”) or contact Mr. Mohammed Shanoor, Deputy Manager of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakamguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or call KFin’s toll free no. 1800 309 4001 for any further clarifications.

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting:

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at compsec@indusindinsurance.com.
- vi. The Members who have not cast their vote through remote e-Voting shall be eligible to cast their vote through e-Voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-Voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.

- viii. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
- ix. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Limited at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.

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. 3

Members are requested to note that based on the recommendation of the Nomination and Remuneration Committee (“NRC”), Mr. Moses Harding John (DIN: 06810688), was appointed by the Board of Directors (“Board”) as an Additional Director (Non-Executive) with effect from April 21, 2026, 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 Mr. Moses Harding John 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 Mr. Moses Harding John to act as Director of the Company and declaration(s) and confirmation(s) stating that he is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Act. Further, the Company has also received “Fit and Proper Declaration” from Mr. Moses Harding John as required under the CG Master Circular.

Members are further 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 Mr. Moses Harding John, as a Non-Executive Director on the Board of Directors of the Company.

Recommendation and Interest of Directors/KMPs:

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

Except Mr. Moses Harding John who is interested and his relatives who may be deemed to be interested to the extent of their shareholding, if any, 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. 4

Members are requested to note that the current term of Mr. Rakesh Jain as the Executive Director & CEO of the Company is due to expire on October 19, 2026, pursuant to the approval granted by IRDAI. Pursuant to the terms of the IRDAI (Corporate Governance for Insurers) Regulations, 2024, read with the Master Circular on Corporate Governance for Insurers, 2024 (collectively referred to as the “CG Regulations”), Mr. Jain would be completing the maximum permissible continuous tenure of 15 years on October 19, 2026 and accordingly, would not be eligible for re-appointment as the Executive Director & CEO of the Company thereafter.

Accordingly, the Board of Directors (“Board”), based on the recommendation of the Nomination and Remuneration Committee (“NRC”) at its meeting held on August 4, 2026, appointed Mr. Sharad Mathur (DIN: 08754740) as an “Additional Director” and also as the “Executive Director & CEO” of the Company for a term of three (3) years, with effect from August 19, 2026, or from the date of receipt of approval from the IRDAI, or from such other date as may be specified in the approval letter issued by the IRDAI (“Appointment Date”), on the terms and conditions set out hereinbelow.

The Company has submitted an application to the IRDAI seeking its approval for the appointment of Mr. Mathur as the Executive Director & CEO and the remuneration payable to him for FY 2026-27. The approval of the IRDAI is awaited.

The key terms and conditions of appointment of Mr. Sharad Mathur as the Executive Director & CEO of the Company are as follows:

1. Mr. Sharad Mathur shall be eligible for the following Remuneration with effect from the Appointment Date

- a. **Fixed Pay**

Fixed Pay of Rs. 6,68,75,000 (Rupees Six Crore Sixty-Eight Lakh and Seventy-Five Thousand only) per annum, on a pro-rata basis for the financial year 2026-27.

The Fixed Pay shall comprise Basic Pay, allowances, perquisites, contribution towards superannuation/retirement benefits and all other fixed items of compensation, in accordance with the approved remuneration structure.

- b. **Variable Pay**

A performance bonus not exceeding 300% of the Fixed Pay shall be payable/granted, subject to the performance of the Company and the Executive Director & Chief Executive Officer, on a pro-rata basis for the financial year 2026-27, in accordance with the applicable IRDAI regulations and the Company’s Policy on Remuneration.

The composition of Variable Pay comprising cash and/or share-linked instruments shall be determined in accordance with the guidance of the NRC and the applicable IRDAI regulations, subject to any further requirements stipulated by IRDAI.

c. Other Benefits

In addition to the above, Mr. Mathur shall be entitled to Medical benefit, Group Life Insurance, Accident Insurance, Medical Insurance and club membership, in accordance with the Company Policy for Employees, as applicable from time to time.

2. Mr. Mathur will also be eligible for the following Joining Bonus:

a. One-time Joining Bonus

Subject to the requisite approvals, including the approval of IRDAI, Mr. Mathur shall be paid a one-time joining bonus of Rs. 1,85,00,000 (Rupees One Crore Eighty-Five Lakh only) in cash, to be paid in two tranches, i.e., Rs. 75,00,000 in the month of joining and Rs. 1,10,00,000 in April 2027.

b. Employee Stock Options

Subject to the requisite approvals, including the approval of the IRDAI, Mr. Mathur shall be granted an aggregate of 2,00,000 Employee Stock Options (“ESOPs”) under the Company’s ESOP Scheme, of which 1,00,000 ESOPs shall be granted at the time of joining and the remaining 1,00,000 ESOPs shall be granted in April 2027, on such terms and conditions as may be applicable under the said ESOP Scheme and in accordance with applicable laws and regulatory requirements.

3. The appointment of Mr. Mathur as the Executive Director & CEO of the Company shall be for a period of three (3) years w.e.f. the Appointment Date.
4. No sitting fees shall be paid to Mr. Mathur, for attending the Meetings of the Board of Directors of the Company or Committees thereof.
5. The appointment of Mr. Mathur as the Executive Director & CEO is not liable to retire by rotation.
6. The terms and conditions of the appointment and payment of remuneration of Mr. Sharad Mathur shall be subject to the applicable provisions of the Companies Act, 2013, to the extent applicable, the provisions of the Insurance Act, 1938, as amended by the Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025, the IRDAI (Corporate Governance for Insurers) Regulations, 2024 and the Master Circular issued thereunder, including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force, and shall be subject to the previous approval of the IRDAI and such other approvals, as may be applicable.
7. Mr. Mathur shall be entitled to annual increments, as may be recommended by the NRC and approved by the Board, subject to the approval of IRDAI under Section 34A of the

Insurance Act, 1938 read with CG Regulations and CG Master Circular.

8. Mr. Mathur shall be entitled to stock options under the Employee Stock Option Scheme of the Company as approved by the NRC, from time to time.

The details of Mr. Sharad Mathur, along with the brief profile, as required to be given pursuant to the Secretarial Standard on General Meetings, are attached to this Notice as **Annexure-1**.

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

Except Mr. Sharad Mathur who is interested and his relatives who may be deemed to be interested to the extent of their shareholding, if any, 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. 5

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. 2,70,00,00,000 (Rupees Two Hundred and Seventy 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 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 September 1, 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. 340 (Rupees Three Hundred and Forty Only), including a premium of Rs. 330 (Rupees Three Hundred and Thirty Only) per equity share, for an aggregate amount not exceeding Rs. 2,70,00,00,000 (Rupees Two Hundred and Seventy 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. 340 (Rupees Three Hundred and Forty Only), including a premium of Rs. 330 (Rupees Three Hundred and Thirty 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. 340 (Rupees Three Hundred and Forty 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. 2,70,00,00,000 (Rupees Two Hundred and Seventy Crore Only) in one or more tranches.

6. Material terms of raising such securities:

Under the Private Placement Offer, aggregate amount not exceeding Rs. 2,70,00,00,000 (Rupees Two Hundred and Seventy 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. 340 (Rupees Three Hundred and Forty Only), including a premium of Rs. 330 (Rupees Three Hundred and Thirty 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 to the Promoters of the Company.

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. 5 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)

Sushil Sojitra
Company Secretary & Compliance Officer
(Membership No. A31993)

Place: Mumbai

Date: September 1, 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:

1) Mr. Moses Harding John:

Name of the Director	Moses Harding John
Director Identification Number	06810688
Age	66 years
Qualifications	Master's degree in public administration
Nature of his expertise in specific functional areas	Investment banking
Brief Profile and experience	Mr. Moses Harding John holds a master's degree in public administration. He is a seasoned banking professional with over 40 years of distinguished experience across Wholesale Banking, International Banking, Global Markets, Wealth & Asset Management, and Investment Banking. He began his career with State Bank of India in 1981, gaining deep expertise across both the pre- and post-liberalization phases of India's financial sector. Since 1999, he has held senior leadership positions in leading private sector banks and NBFCs, with a focus on infrastructure financing and business transformation. Mr. John is known for building scalable, system-driven business models with an emphasis on long-term sustainability, team excellence, and stakeholder value. His international experience spans India, East Africa, Mauritius, and the Middle East, where he has advised and managed ultra-high-net-worth individuals and institutions across diverse asset classes. He brings with him a strong network of relationships with regulators, corporates, and financial institutions, reflecting decades of trust and credibility in the industry.
Terms and conditions of appointment/ re-appointment	Mr. Moses Harding John is a Non-Executive Director of the Company and is liable to retire by rotation.
Remuneration sought to be paid	NIL

Remuneration last drawn	NA																				
Date of first appointment on the Board	April 21, 2026																				
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)	NA																				
Other Directorships, Memberships/ Chairmanships of Committees	Other Directorships: 1) IndusInd International Holdings Limited 2) IndusInd Limited 3) IndusInd Finance Limited 4) Afrinex Limited 5) IIHL Capital Limited 6) IIHL BFSI (India) Limited 7) IIHL Bank & Trust Limited 8) IIHL AMC Limited 9) IIHL BFSI Holdings Limited 10) IIHL AMC Limited Holdings 11) IndusInd Capital Limited 12) Afrinex Clearing House Limited 13) IndusInd Nippon Life Insurance Company Limited 14) Invesco Trustee Private Limited Memberships/ Chairmanships of Committees:<table><tr><th>Sr. No.</th><th>Name of the Company</th><th>Type of Committee</th><th>Position</th></tr><tr><td rowspan="3">1.</td><td rowspan="3">IndusInd Capital Limited <i>(formerly Reliance Capital Limited)</i></td><td>Audit Committee</td><td>Member</td></tr><tr><td>Risk Committee</td><td>Member</td></tr><tr><td>Asset-Liability Committee</td><td>Chairman</td></tr><tr><td>2.</td><td>Afrinex Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>3.</td><td>IndusInd Nippon Life Insurance</td><td>Audit, Risk and Management Investment</td><td>Member</td></tr></table>	Sr. No.	Name of the Company	Type of Committee	Position	1.	IndusInd Capital Limited <i>(formerly Reliance Capital Limited)</i>	Audit Committee	Member	Risk Committee	Member	Asset-Liability Committee	Chairman	2.	Afrinex Limited	Audit Committee	Member	3.	IndusInd Nippon Life Insurance	Audit, Risk and Management Investment	Member
Sr. No.	Name of the Company	Type of Committee	Position																		
1.	IndusInd Capital Limited <i>(formerly Reliance Capital Limited)</i>	Audit Committee	Member																		
		Risk Committee	Member																		
		Asset-Liability Committee	Chairman																		
2.	Afrinex Limited	Audit Committee	Member																		
3.	IndusInd Nippon Life Insurance	Audit, Risk and Management Investment	Member																		

		Company Limited	Committee	
	4.	Invesco Trustee Private Limited	Audit, Risk Management and Investor Protection Committee	Member
	5.	IIHL Bank & Trust Limited	Audit, Risk Management Committee	Member

2) **Mr. Sharad Mathur:**

Name of the Director	Sharad Mathur
Director Identification Number	08754740
Age	52 years
Qualifications	Bachelor's degree from Delhi College of Arts and Commerce, University of Delhi. Post-Graduation Program in Management with a specialization in Marketing IIPM. Programs in Leadership and Management from Indian School of Business and Harvard. Programs in M&A and Corporate Development Strategies from The Wharton School, University of Pennsylvania. Directors Program in Corporate Governance from Indian Institute of Corporate Affairs (IICA).
Nature of his expertise in specific functional areas	Marketing & Insurance
Brief Profile and experience	Mr. Sharad Mathur is a distinguished business leader with three decades of experience in building, transforming, and scaling businesses across the insurance, financial services, and consumer business. Throughout his career, he has demonstrated a strong track record in strategic leadership, profitable growth, digital transformation, risk management, customer-centric innovation, and overall organizational development. Mr. Mathur in his last assignment served as the Managing Director & CEO of Universal Sompo General Insurance, where he led the company's transformation agenda and drove growth initiatives under the guidance of the Board. He has also held executive leadership positions at SBI General Insurance, ICICI Lombard, besides, large-size manufacturing organizations, successfully building high-performing businesses and teams across diverse markets.
Terms and conditions of appointment	Appointment of Mr. Sharad Mathur as Executive Director & CEO of the Company for a period of three (3) years with effect from receipt of IRDAI approval or from such other date as may be specified in the approval letter issued by IRDAI. Other terms and conditions of his appointment are

	outlined in the explanatory statement to the notice convening this meeting.
Remuneration sought to be paid	The details of remuneration sought to be paid to Mr. Mathur is outlined in the notice and explanatory statement to the notice convening this meeting.
Remuneration last drawn	NA
Date of first appointment on the Board	August 19, 2026
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)	NA
Other Directorships, Memberships/ Chairmanships of Committees	None