



Tata AIG General Insurance Company Limited

Peninsula Business Park, Tower A, 15th Floor,

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Lower Parel, Mumbai - 400 013

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IRDA Registration No. : 108

CIN : U85110MH2000PLC128425

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF TATA AIG GENERAL INSURANCE COMPANY LIMITED HELD ON THURSDAY THE 19TH DAY OF SEPTEMBER 2024 AT 9.00 A.M. THROUGH VIDEO-CONFERRING MODE. THE DEEMED VENUE OF THE MEETING WAS THE “BOARD ROOM” SITUATED AT THE REGISTERED OFFICE OF THE COMPANY AT PENINSULA BUSINESS PARK, TOWER ‘A’, 15TH FLOOR, G. K. MARG, LOWER PAREL, MUMBAI-400013.

a) Chairperson:

In accordance with Article 17.5 of the Articles of Association of the Company, the Directors present nominated Ms. P H Vijaya Deepti, Non-Executive and Non-Independent Director as the Chairperson for the meeting in absence of Mr. Saurabh Agrawal, the Chairperson of the Board of Directors of the Company. Ms. Deepti took the Chair and welcomed the members present at the Annual General Meeting (“AGM”) of the Company and introduced the Directors present at the meeting.

The Chairperson briefed the members that the Annual General Meeting (“AGM”) was being held through video conferencing mode pursuant to the requirements of the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) circulars on holding of general meetings through video conferencing and all efforts had been made by the Company to enable the members to participate in this recorded meeting.

b) Directors and Key Managerial Personnel:

Seven (7) Directors were present at the meeting which included the Chairpersons of the Audit, Risk Management, Nomination and Remuneration and Policyholder Protection, Grievance Redressal & Claims Monitoring Committee(s) of the Company. Mr. Sumedh Jog, Chief Financial Officer, Mr. Supriyo Chaki, Appointed Actuary, Mr. Ashish Sarma, Company Secretary and Mr. Hanoz B. Chinoy, VP-Secretarial were also present.

c) Auditors:

The representative(s) of the Joint Statutory Auditors; M/s. Walker Chandiok & Co. LLP, Chartered Accountants, M/s. A F Ferguson Associates, Chartered Accountants and of the Secretarial Auditor; M/s. Neville Daroga & Associates, Practicing Company Secretary were present at the meeting.

d) Members and Quorum:

Ten (10) members were present in person and the quorum for the AGM was determined by the Chairperson and upon its declaration by her, commenced the proceedings of the meeting.

e) **Proceedings of the meeting:**

The Chairperson thereafter delivered her speech which touched upon the financial aspects, operational performance for the financial year 2023-24 and thereafter stated that the Notice of the AGM dated 30th July 2024 convening the 24th AGM of the Company along with the Annual report for the financial year 2023-24 had been circulated to the Members and thereafter with the consent of the Members present, the Notice convening the AGM of the Company was taken as read.

The Chairperson also informed the Members that the Audit report on the financial Statements of the Company for the financial year 2023-24 along with the Secretarial Audit report for the said year did not mention any observations, comments or qualifications from the respective Auditors and therefore the said report(s) were not required to be read out pursuant to the provisions of the Companies Act, 2013. Accordingly, with the permission of the members, the Chairperson continued with the proceedings of the meeting.

The Chairperson also briefed the members on the nature of items of the business covered in the notice to be transacted at the meeting.

The following items of business were put to vote by the Chairperson on a “Show of Hands” and were approved and adopted by the Members of the Company at the AGM:

ORDINARY BUSINESS:

- i. Adoption of the Audited Financial Statements as at 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.
- ii. Appointment of Ms. P H Vijaya Deepti (DIN: 08125456) as Director who was liable to retire by rotation.
- iii. Appointment of Mr. Jonathan Hancock (DIN: 03012436) as Director who was liable to retire by rotation.
- iv. Appointment of Mr. Christopher Colahan (DIN: 05340445) as Director who was liable to retire by rotation.

SPECIAL BUSINESS:

- i. Payment of Commission to Non-Executive Directors of the Company (Passed by Special resolution)
- ii. Payment of revised Remuneration to Mr. Neelesh Garg (DIN: 03435242), Managing Director and Chief Executive Officer of the Company with effect from 1st April 2024 (Passed by Ordinary resolution)
- iii. Re-appointment of Ms. Alice Vaidyan (DIN: 07394437) as an Independent Director of the Company for a second term of five consecutive years, with effect from 9th June 2024 (Passed by Special resolution)
- iv. Appointment of Mr. Prakash Kandpal (DIN:06452437) as an Independent Director of the Company for a term of three consecutive years, with effect from 27th March 2024 (Passed by Ordinary resolution)
- v. Appointment of Mr. Ajay Tyagi (DIN: 00187429) as an Independent Director of the Company for a term of three consecutive years, with effect from 30th July 2024 (Passed by Ordinary resolution)

The requisite quorum was present at the time of commencement of the meeting as well as at the time of consideration of each item of business.

- f) The meeting concluded at 9.30 a.m. with a Vote of thanks to the Chair.

For Tata AIG General Insurance Company Ltd.

Place: Mumbai

Date: 07th October 2024

(Ashish Sarma)
Company Secretary, Chief Legal and Compliance Officer
Membership No. ACS 18936