

NOTICE OF THE TENTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TENTH (10TH) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF UNIVERSAL SOMPO GENERAL INSURANCE COMPANY LIMITED WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, 19TH DECEMBER 2025 AT 3:30 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT THE FOLLOWING:

SPECIAL BUSINESS:

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

APPOINTMENT OF MR. BHAVANI SHANKAR RAJA (DIN: 11231928) AS NOMINEE, NON-EXECUTIVE DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Article 11.2.2 of the Articles of Association of the Company and the Master Circular on Corporate Governance for Insurers, 2024 dated 22nd May 2024 read with the IRDAI (Corporate Governance for Insurers) Regulations, 2024 issued by the Insurance Regulatory and Development Authority of India, as amended from time to time and such other applicable Acts, Rules and Regulations, Mr. Bhavani Shankar Raja (DIN No: 11231928) who was appointed as Additional Director (Nominee) (under the category of Non-Executive) of the Company (Nominated by The Karnataka Bank Ltd.) by the Board of Directors effective 14th August 2025 pursuant to section 161 of the Companies Act, 2013 and in respect of whom the Company has received nomination letter dated 5th August 2025 proposing him as an Nominee Non- Executive Director on the Board of the Company, be and is hereby appointed as Director (Nominee, Non- Executive) of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director and Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai”.

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

APPOINTMENT OF MR. SHIV BAJRANG SINGH (DIN:10597820) AS CHAIRPERSON AND NOMINEE, NON-EXECUTIVE DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Article 11.2.2 of the Articles of Association of the Company and the Master Circular on Corporate Governance for Insurers, 2024 dated 22nd May 2024 read with the IRDAI (Corporate Governance for Insurers) Regulations, 2024 issued by the Insurance Regulatory and Development Authority of India, as amended from time to time and such other applicable Acts,

Universal Sampo General Insurance Company Limited

Registered & Corporate Office: 8th Floor and 9th Floor (South Side), Commerz International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai - 400063 Tel: 022 69979900 Website: www.universalsampo.com Email: contactus@universalsampo.com. CIN# U66010MH2007PLC166770 | IRDAI Regd. No.: 134

Rules and Regulations, Mr. Shiv Bajrang Singh (DIN No: 10597820) who was appointed as Additional Director (Nominee) (under the category of Non-Executive) of the Company (Nominated by Indian Bank) by the Board of Directors effective 21st August 2025 pursuant to section 161 of the Companies Act, 2013 and in respect of whom the Company has received nomination letter dated 1st August 2025 proposing him as Nominee Non- Executive Director on the Board of the Company, be and is hereby appointed as Director (Nominee, Non- Executive) of the Company who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shiv Bajrang Singh (DIN No: 10597820) be and is hereby appointed as Chairperson of the Company subject to the necessary approval of IRDAI.

RESOLVED FURTHER THAT the Managing Director and Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai”.

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

REAPPOINTMENT OF MR. SHARAD MATHUR (DIN: 08754740) AS MANAGING DIRECTOR & CEO OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Insurance Act, 1938, IRDAI (Corporate Governance for Insurers) Regulations, 2024, and Master Circular on Corporate Governance for Insurers, 2024 and such other applicable provisions as may be applicable (including any amendment, statutory modification, variation or re-enactment thereof for the time being in force), and in line with the Articles of Association of the Company, and based on the recommendation of the Board of Directors and subject to the approval of the Insurance Regulatory and Development Authority of India, and such other consents and permissions as may be necessary, the consent of the Members be and is hereby accorded for the reappointment of Mr. Sharad Mathur (DIN:08754740) as the Managing Director and Chief Executive Officer of the Company not liable to retire by rotation for the third term of three years with effect from 2nd June 2026 to 1st June 2029, upon such terms and conditions as contained in the Explanatory Statement attached to the Notice of this Meeting.

RESOLVED FURTHER THAT the Chief Compliance Officer and the Company Secretary of the Company be and are hereby severally authorized to do all the necessary and incidental acts, things and deeds to give effect to this resolution to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

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

APPOINTMENT OF MR. BRAJESH KUMAR SINGH (DIN:11242520) AS NOMINEE, NON-EXECUTIVE DIRECTOR

“RESOLVED THAT pursuant to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Article 11.2.2 of the Articles of Association of the Company and the Master Circular on Corporate Governance for Insurers, 2024 dated 22nd May 2024 read with the IRDAI (Corporate Governance for Insurers) Regulations, 2024 issued by the Insurance Regulatory and Development Authority of India, as amended from time to time and such other applicable Acts, Rules and Regulations, Mr. Brajesh Kumar Singh (DIN No: 11242520) who was appointed as Additional Director (Nominee) (under the category of Non-Executive) of the Company (Nominated by Indian Bank) by the Board of Directors effective 29th August 2025 pursuant to section 161 of the Companies Act, 2013 and in respect of whom the Company has received nomination letter dated 1st August 2025 proposing him as a Nominee Non- Executive Director on the Board of the Company, be and is hereby appointed as Director (Nominee, Non- Executive) of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director and Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the aforementioned resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai”.

**By Order of the Board of Directors
For Universal Sampo General Insurance Company Ltd**

Aarti Kamath
Company Secretary & Compliance Officer
Membership no.: F6703
Address: 8th & 9th Floor (South Side),
Commerz International Business Park, Oberoi Garden City,
Off. Western Express Highway, Goregaon East, Mumbai – 400063.

Date: 10th December 2025
Place: Mumbai

Notes:

To attend the Meeting, members are requested to access via Teams id:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZDIzZDk3YjktN2ExZS00YjVmLWFjNmItNGE5Yjk1NDkxOTdk%40thread.v2/0?context=%7b%22Tid%22%3a%22a9b70da2-52de-40c0-9836-e1cfb9f368f1%22%2c%22Oid%22%3a%22c3144f12-8c64-49dc-88c7-6a3302a5b1c6%22%7d

Meeting ID: 463 026 702 447 65

Passcode: xY3Pa7SH

1. The deemed venue of the Meeting will be the Registered Office of the Company.
2. In view of the General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("**MCA Circulars**") companies are permitted to hold their Extraordinary General Meetings through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
3. In compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars, the 10th Extraordinary General Meeting of the Company is being conducted through VC/ OAVM. The deemed venue for this EGM shall be the Registered Office of the Company.
4. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxy. Accordingly, the facility of appointment of proxy by Members under Section 105 of the Act will not be available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and to cast their votes.
5. Corporate members intending to send their authorised representatives to attend the EGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the EGM.
6. The voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Act is demanded by any Member. aarti.kamath@universalsompo.com is the designated e-mail address for the Members to enable them to vote, when Poll is required to be taken during the Meeting on any resolution.
7. The link to join the meeting will be sent to shareholders through email and shareholders are requested to access and join the meeting from the link so provided on their registered email addresses. Shareholders may contact on (phone number) for assistance for using the technology before or during the meeting.
8. The members are requested to note that the facility for attending the Meeting through Video Conferencing shall be kept open at least 15 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video

Universal Sampo General Insurance Company Limited

Registered & Corporate Office: 8th Floor and 9th Floor (South Side), Commerz International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai - 400063 Tel: 022 69979900 Website: www.universalsompo.com Email: contactus@universalsompo.com. CIN# U66010MH2007PLC166770 | IRDAI Regd. No.: 134

conferencing portal during this time shall be considered for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 at the Meeting.

9. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
10. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to aarti.kamath@universalsompo.com.
11. In accordance with the MCA Circulars, the Notice of calling the EGM will be uploaded on the website of the Company at www.universalsompo.com.
12. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection electronically and request regarding the same may please be sent to aarti.kamath@universalsompo.com.
13. In case of joint holders attending the meeting, 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

APPOINTMENT OF MR. BHAVANI SHANKAR RAJA (DIN: 11231928) AS NOMINEE, NON-EXECUTIVE DIRECTOR OF THE COMPANY

Based on the nomination letter received from The Karnataka Bank Ltd. the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Bhavani Shankar Raja as an Additional Non-Executive (Nominee) Director of the company who shall be liable to retire by rotation.

The aforesaid mentioned Director is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013

Brief profile of Mr. Bhavani Shankar Raja is given as **Annexure-1**

Based on the evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the appointment of Mr. Bhavani Shankar Raja to the members for their approval.

Except Mr. Bhavani Shankar Raja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in resolution set out at **Item No. 1**.

Your Directors recommend the Ordinary resolution under **Item No. 1** for your approval.

Item No. 2

APPOINTMENT OF MR. SHIV BAJRANG SINGH (DIN:10597820) AS CHAIRPERSON AND NOMINEE, NON-EXECUTIVE DIRECTOR OF THE COMPANY

Based on the nomination letter received from Indian Bank the Nomination and Remuneration Committee and the Board of Directors recommended appointment of Mr. Shiv Bajrang Singh as a Chairperson and Additional Non-Executive (Nominee) Director of the company who shall not be liable to retire by rotation.

The aforesaid mentioned Director is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013

Brief profile of Mr. Shiv Bajrang Singh is given as **Annexure-1**.

Based on the evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the appointment of Mr. Shiv Bajrang Singh to the members for their approval.

Except Mr. Shiv Bajrang Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in resolution set out at **Item No. 2.**

Your Directors recommend the Ordinary resolution under **Item No. 2** for your approval.

Item No. 3

REAPPOINTMENT OF MR. SHARAD MATHUR (DIN: 08754740) AS MANAGING DIRECTOR & CEO OF THE COMPANY

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended the re-appointment of Mr. Sharad Mathur as the Managing Director & CEO of the Company who shall not be liable to retire by rotation, for the third term of three years with effect from 2nd June 2026 to 1st June 2029. The remuneration for the said term will be considered and recommended by the Nomination and Remuneration Committee and the Board of Directors separately and approval of the Insurance Regulatory and Development Authority of India and Members of the Company would be sought thereafter.

The aforesaid mentioned Director is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Brief profile of Mr. Sharad Mathur is given as **Annexure-1.**

Based on the evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the appointment of Mr. Sharad Mathur to the Members for their approval.

Except Mr. Sharad Mathur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in resolution set out at **Item No. 3.**

Your Directors recommend the Ordinary resolution under **Item No. 3** for your approval.

Item No. 4

APPOINTMENT OF MR. BRAJESH KUMAR SINGH (DIN:11242520) AS NOMINEE, NON-EXECUTIVE DIRECTOR OF THE COMPANY

Based on the nomination letter received from Indian Bank the Nomination and Remuneration Committee and the Board of Directors recommended appointment of Mr. Brajesh Kumar Singh as an Additional Non-Executive (Nominee) Director of the company who shall be liable to retire by rotation.

The aforesaid mentioned Director is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Brief profile of Mr. Brajesh Kumar Singh is given as **Annexure-1**.

Based on the evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the appointment of Mr. Brajesh Kumar Singh to the members for their approval.

Except Mr. Brajesh Kumar Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in resolution set out at **Item No. 4**.

Your Directors recommend the Ordinary resolution under **Item No. 4** for your approval.

**By Order of the Board of Directors
For Universal Sampo General Insurance Company Ltd.**

**Aarti Kamath
Company Secretary & Compliance Officer
Membership no.: F6703
Address: 8th & 9th Floor (South Side),
Commerz International Business Park, Oberoi Garden City,
Off. Western Express Highway, Goregaon East, Mumbai – 400063.**

Date: 10th December 2025
Place: Mumbai

Annexure 1

Details of Director seeking reappointment at the Extraordinary General Meeting [Pursuant to Secretarial Standards 2 – on General Meetings]

	Item No. 1	Item No. 2	Item No. 3	Item No. 4
Name of Director	Mr. Bhavani Shankar Raja	Mr. Shiv Bajrang Singh	Mr. Sharad Mathur	Mr. Brajesh Kumar Singh
Director Identification Number (DIN)	11231928	10597820	08754740	11242520
Date of Birth	21-05-1966	01-03-1967	07-02-1974	23-04-1969
Age	59 years	58 years	51 years	56 years
Permanent Account Number (PAN)	ACYPR4491C	ADPPS6661K	ABAPM7215N	ANBPS0315E
Date of first Appointment on the Board	14 th August 2025	21 st August 2025	2 nd June 2020	29 th August 2025
Address	GM Branch Banking Department, Karnataka Bank – HO, Mahaveer Circle, Mangalore 575002, Karnataka State.	Flat No.5, IMAGE Executive Quarters, No.3, Thandavarayan Street, MRC Nagar, Raja Annamalai Puram, Chennai-600028.	The Park Residences, 37 th Floor, Flat No. 3708, Off. Link Road, Oshiwara, Andheri West, Mumbai-400053.	Flat No. 2/3, IMAGE Executive Quarters, No.3 Thandavarayan Street, MRC Nagar, Raja Annamalai Puram, Chennai-600028.
Relevant Background, Knowledge and Experience	Worked as Lecturer in Commerce & Management in Kasaragod Kerala (Vevekananda Coop College) for 1.5 yrs. (1988-90). Presently working as GM Branch Banking + Operations. Joined Banking Service in 1990 as Officer at Chennai, Headed KBL Branches as Manager and Senior Manager at Adoni, Hindupur, Turuvekere, Kakinada, Tadapatri, Visakhapatnam etc till 2011. Worked in Branch Head	Post Graduate, MBA Professional & Certified Associate of Indian Institute of Bankers. Completed Leadership Development Programme at IIM for senior management of public sector banks. Over 30 years in key banking functions including Rural, Treasury & FX, MSME, HRM, and BPR. Served as zonal manager & deputy zonal manager with extensive business development & administrative	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	Agriculture Graduate & MBA in Finance, Banking experience of more than 28 years, served as Chief General Manager HR of Bank of Baroda, completed Executive Leadership Development Program at IIM Bangalore, worked in various strategic positions viz. credit offer, branch head, loan factory head, regional & zonal head, business exposure includes

	Positions at various locations for 17 yrs and well versed in banking operations. Business and Admin Head of various Depts of Bank. Won Best Region Head/Runner up 3 occasions while handling Hyderabad and Bangalore Regions of Bank. Experienced in Various Banking functions - Branch management, Digital Channels, TPP, Planning & Development, Credit Mktg, Human Resource Mgt, Inspection, Legal & Recovery and Operation.	experience. Led MSME, Finance, Planning & Strategic Intelligence, and Human Resource Departments. Former Chairman of RRB-Arayavart Bank for 5 years. Authored 45+ publications in national and international journals. Served as visiting/guest faculty at RBI Bankers Training College, NIBM and BIRD.	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). 29 years of professional experience in Corporate Development Strategies.	Overseas Tenure at Durban, South Africa, also served as Director in the Board of Bank Of Baroda UP Gramin Bank.
No. of equity shares held in the Company	NIL	NIL	NIL	NIL
Qualifications	MCom, CAIIB, Certified Credit professional, Certified Bank Trainer, Professional Banker – IT from IIBF. And various certifications from Indian Inst of Banking & Finance.	MA, CIIB, MBA, Cert-Rural Banking, Leadership Development Program – IIM for Senior Management of PSB.	B.A, PGPM, Dip.in Business Management Leadership & Management programs from Indian School of Business & Harvard	B.Sc, CAIIB, MBA, Certificate in Computer (Basic)
Remuneration last drawn	NIL	NIL	Rs. 4,93,26,408/- P.A.	NIL
Number of Meetings of the Board attended during the year (FY2025-26)	1	1	4	1
List of other Directorship	NIL	2	NIL	1

Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a Director	NIL	1) Indian Bank 2) Indian Bank Housing Ltd.	NIL	Indian Bank
Relationships with other Directors, Manager and other Key Managerial Personnel of the company.	NIL	NIL	NIL	NIL