



TRANSCRIPT OF TENTH (10th) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF UNIVERSAL SOMPO GENERAL INSURANCE COMPANY LIMITED HELD ON FRIDAY, 19TH DECEMBER 2025 AT 3.30 P.M.

Mr. Shiv Bajrang Singh, Chairperson

Good Afternoon

On behalf of the Board of Directors, all employees and on my personal behalf, I extend a warm welcome to each one of you to this 10th Extraordinary General Meeting (“EGM”) of Universal Sampo General Insurance Company Limited (“Universal Sampo”).

This EGM today has been convened through video conferencing in compliance with the Companies Act 2013, read with General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India, in continuation to the circulars issued earlier in this regard.

Now, I request the Company Secretary to confirm the presence of requisite Quorum.

Ms. Aarti Kamath, Company Secretary

I Aarti Kamath, Company Secretary of Universal Sampo confirm that the requisite quorum for the meeting as required under Section 103 of the Companies Act, 2013 is present.

Members:

1. Mr. Satish Kumar (Non-Executive Director and Nominee representing Indian Bank)
2. Mr. Takashi Kurumisawa (Non-Executive Director and Nominee representing Sampo Japan Insurance Inc.)
3. Mr. Mohit Burman (Non-Executive Director and Partner representing Dabur Investment Corporation)
4. Mr. Subodh Kumar (Non-Executive Director and Nominee representing Indian Overseas Bank)
5. Mr. Chitturi Satya Ramesh (Nominee representing The Karnataka Bank Limited)
6. Mr. Sunil Jain (Nominee of Indian Bank)

Directors:

1. Mr. Shiv Bajrang Singh-Additional Non-Executive Director and Chairperson
2. Mr. Kenneth Reilly – Additional Non-Executive Director
3. Mr. Aditya Tibrewala - Non-Executive Director
4. Mr. Brajesh Kumar Singh-Additional Non-Executive Director
5. Mr. B.S. Raja - Non-Executive Director
6. Mr. Bhaskar Jyoti Sarma - Independent Director
7. Ms. Chhaya Palrecha - Independent Director & Chairperson of Audit Committee

Universal Sampo General Insurance Company Limited

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8. Mr. G.C Rangan- Independent Director & Chairperson of Nomination & Remuneration Committee
9. Mr. Sharad Mathur - Managing Director & Chief Executive Officer

Invitees:

1. Mr. Amitabh - AVA Associates, Practicing Company Secretaries– Secretarial Auditor

In Attendance

Mrs. Aarti Kamath – Company Secretary

Since the meeting is held through VC, facility for appointment of proxies was not applicable. The Register of Directors and Key Managerial Personnel and their Shareholdings, Register of Contract or arrangements in which Directors are interested are available for inspection by Members.

In compliance with the MCA General Circulars, the Shorter Notice of the EGM along with explanatory statement have been sent only through electronic mode, within the statutory period, to all the Members.

Mr. Shiv Bajrang Singh, Chairperson

As the necessary quorum is present, I declare the meeting to be properly constituted and call this meeting to order.

Since the Shorter Notice has already been circulated to all the Members, I take the Notice as read.

Now, I will go ahead with the proceedings of the Meeting.

The Ordinary Resolutions under Special Business set out in the Notice of the EGM in this regard, are as follows:

Chairperson then took up the first item on the Agenda

- 1. Appointment of Mr. Bhavani Shankar Raja (DIN: 11231928) as Nominee, Non-Executive Director of the Company:**

CHAIRPERSON

The resolution duly proposed and seconded is before you and those in favour raise hands.
(All members say “Approved”).

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All the shareholders have voted in favour and therefore the resolution is carried unanimously.

Change of Chair:

Chairperson Mr. Shiv Bajrang Singh stepped down as Chair and Mr. Bhaskar Jyoti Sarma was elected as the Chairperson for the next agenda.

Mr. Bhaskar Jyoti Sarma took the Chair and then put up the Second item on the agenda

2. Appointment of Mr. Shiv Bajrang Singh (DIN:10597820) as Chairperson and Nominee, Non-Executive Director of the Company:

CHAIRPERSON

The resolution duly proposed and seconded is before you and those in favour raise hands.
(All members say "Approved").

All the shareholders have voted in favour and therefore the resolution is carried unanimously.

Change of Chair:

Mr. Bhaskar Jyoti Sarma stepped down as the Chair and requested Mr. Shiv Bajrang Singh to hold the Chair for the remaining proceedings of the meeting.

Mr. Shiv Bajrang Singh took the Chair and then took the Third item on the agenda

3. Reappointment of Mr. Sharad Mathur (DIN: 08754740) as Managing Director & CEO of the Company:

CHAIRPERSON

The resolution duly proposed and seconded is before you and those in favour raise hands.
(All members say "Approved").

All the shareholders have voted in favour and therefore the resolution is carried unanimously.



Chairperson then took the Fourth item on the agenda

4. Appointment of Mr. Brajesh Kumar Singh (DIN: 11242520) as Nominee, Non-Executive Director:

CHAIRPERSON

The resolution duly proposed and seconded is before you and those in favour raise hands.
(All members say "Approved").

All the shareholders have voted in favour and therefore the resolution is carried unanimously.

There being no other business to transact, the meeting was concluded at 3:40 P.M. with vote of thanks to the Chair.

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