



Tata AIG General Insurance Company Limited
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www.tataaig.com
IRDA Registration No. : 108
CIN : U85110MH2000PLC128425

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF TATA AIG GENERAL INSURANCE COMPANY LIMITED HELD ON FRIDAY THE 15TH DAY OF SEPTEMBER 2023 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, Corporate Social Responsibility and Policyholders’ Protection Committee(s) of the Company. Mr. Neelesh Garg, Managing Director & CEO, Mr. Sumedh Jog, Chief Financial Officer, Mr. Supriyo Chaki, Appointed Actuary, Mr. Ashish Sarma, Company Secretary and Mr. Hanoz B. Chinoy, DVP-Secretarial were also present.

c) **Auditors:**

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

d) **Members and Quorum:**

Six (6) 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 2022-23 and thereafter stated that the Notice of the AGM dated 8th August 2023 convening the 23rd AGM of the Company along with the Annual report for the financial year 2022-23 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 2022-23 along with the Secretarial Audit report for the said year did not contain any adverse 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 2023 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.

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 2023 (Passed by Ordinary resolution)
- iii. Appointment of Mr. Gagan Rai (DIN:00059632) as an Independent Director of the Company (Passed by Ordinary resolution)
- iv. Appointment of Mr. Jonathan Hancock (DIN:03012436) as a Non-Executive and Non-Independent Director of the Company (Passed by Ordinary resolution)
- v. Appointment of Mr. Christopher John Colahan (DIN: 05340445) as a Non-Executive and Non-Independent Director of the Company (Passed by Ordinary resolution)
- vi. Alteration of Articles of Association of the Company (Passed by Special 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 9.45 a.m. with a Vote of thanks to the Chair.

For Tata AIG General Insurance Company Ltd.

Place: Mumbai
Date: 20th September 2023

(Ashish Sarma)
Company Secretary