

**RELIANCE GENERAL INSURANCE COMPANY LIMITED**

**Registered & Corporate Office:** 6<sup>th</sup> Floor, Oberoi Commerz, International Business Park,  
Oberoi Garden City, Off. Western Express Highway, Goregaon (E), Mumbai - 400063

**Corporate Identity Number (CIN):** U66603MH2000PLC128300

**E-mail:** [rgicl.compsec@relianceada.com](mailto:rgicl.compsec@relianceada.com) | **Website:** [www.reliancegeneral.co.in](http://www.reliancegeneral.co.in)

**Tel:** +91 22 4173 2000 | **Fax:** +91 22 4173 2158

**NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the members of Reliance General Insurance Company Limited (“Company”) will be held on Wednesday, May 14, 2025 at 10.00 a.m. IST through Video-Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

**SPECIAL BUSINESS**

**Item No. 1**

**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 Sections 42, 62(1)(c) 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), provisions of Insurance Regulatory and Development Authority of India (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024 and provisions of any other applicable laws, rules and regulations as may be applicable for time being in force, Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to issue, offer and allot equity shares on private placement basis to the following identified person:

<b>Sr. No</b>	<b>Name of the identified person(s)</b>	<b>Maximum number of Equity Shares to be offered</b>	<b>Issue Price per share (Rs.)</b>	<b>Maximum Subscription Amount (including Securities Premium) (Rs.)</b>
1.	Reliance Capital Limited	29,85,074	335	99,99,99,790

**RESOLVED FURTHER THAT** the private placement offer cum application letter in Form PAS-4 and record of private placement offer in Form PAS-5 be and are hereby approved **AND THAT** Form PAS-4 be circulated to the identified person.

**RESOLVED FURTHER THAT** the equity shares to be issued, offered and allotted under this offer shall rank pari passu with the existing equity shares of the Company in all respects, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of Equity Shares as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

**By Order of the Board of Directors**  
**For Reliance General Insurance Company Limited**

Sd/-  
**Sushil Sojitra**  
**Company Secretary & Compliance Officer**  
**(Membership No. A31993)**

Place: Mumbai  
Date: April 22, 2025

**Notes:**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard-2, relating to the special business to be transacted at the Extra Ordinary General Meeting (“EGM” / “Meeting”) is annexed hereto.
2. In accordance with the applicable MCA Circulars and provisions of the Companies Act, 2013 (‘the Act’), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. 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 EGM and for conducting of the e-EGM. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. 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(s).
5. Pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, a member entitled to attend and vote at the EGM 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 EGM, 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 EGM and hence the proxy form and attendance slip including route map is not annexed to this notice.
6. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending request to the Company on e-mail address [rgicl.compsec@relianceada.com](mailto:rgicl.compsec@relianceada.com) on or before May 12, 2025. Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time.
7. Corporate Members intending to attend the EGM through VC / OAVM are requested to send to the Company 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.

8. KFinTech will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM and e-voting during the EGM.
9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. 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 / List of Beneficial Owners as on close of business hours of May 7, 2025, i.e., being the cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members may cast their votes on electronic voting system through remote e-voting or voting at the EGM. Any person becoming member after the cut-off date and any person who is not a member as on the EGM date shall treat this EGM notice for information purposes only.
11. The remote e-voting period will commence at 10:00 A.M. on Sunday, May 11, 2025 and will end at 5.00 P.M. on Tuesday, May 13, 2025. Members who have cast their vote by remote e-voting prior to the EGM may also participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again. The Members joining the EGM through VC / OAVM, who have not cast their vote by remote e-voting shall be eligible to vote through e-voting system at the e-EGM.
12. The Company has appointed Mr. Khushit Jain and in his absence Mr. Anil Lohia, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 48 hours of conclusion of the EGM, submit his 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, and the result of the same will be disclosed forthwith on the website of the Company [www.reliancegeneral.co.in](http://www.reliancegeneral.co.in) and website of agency immediately after the result is declared by the Chairman / person authorized by the Chairman. The Company has appointed KFinTech as the Agency for the purpose of facilitating the electronic voting.
13. In compliance with the above referred MCA Circulars, the EGM Notice is being sent only through electronic mode to those Members whose name appear in Register of Members / Register of Beneficial owner as on Friday, April 18, 2025 and whose email addresses are registered with the Company / Depositories. Members may note that the EGM Notice will also be available on the Company's website [www.reliancegeneral.co.in](http://www.reliancegeneral.co.in) and on the website of Company's Registrar and Transfer Agent, KFinTech at <https://evoting.kfintech.com/>.

14. 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. upto the date of Meeting.
15. 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 May 7, 2025. 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 EGM.
16. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the Members.
17. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

## **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in 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.
- iii. 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 to access e-Voting facility.
- iv. The remote e-Voting period will commence at 10.00 A.M. on Sunday, May 11, 2025 and will end at 5.00 P.M. on Tuesday, May 13, 2025.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., May 7, 2025.
- vi. Any person holding shares in physical form and non- individual shareholders, 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](mailto:evoting@Kfintech.com). However, if he/she is already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and 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 follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”.

- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non- individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.

#### **DETAILS ON STEP 1 ARE MENTIONED BELOW:**

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li><b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>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.</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services:</b> <ol style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1.</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e- Voting website of NSDL</b> <ol style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii. A new screen will open. You will have to enter your User ID</li> </ol> </li> </ol>

Type of shareholders	Login Method
	<p>(i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <ul style="list-style-type: none"> <li>iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech.</li> <li>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e- Voting period.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login with your registered user id and password.</li> <li>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal.</li> <li>v. Click on e-Voting service provider name to cast your vote.</li> </ul> </li> <li><b>2. User not registered for Easi/Easiest</b> <ul style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>ii. Proceed with completing the required fields.</li> <li>iii. Follow the steps given in point 1</li> </ul> </li> <li><b>3. Alternatively, by directly accessing the e- Voting website of CDSL</b> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide your demat Account Number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.</li> </ul> </li> </ol>



Type of shareholders	Login Method
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>2. Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

### Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### DETAILS ON STEP 2 ARE MENTIONED BELOW:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **8768**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,).
- v. The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Reliance General Insurance Company Limited - EGM’ and click on “Submit”.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. 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.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xii. 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 on the Resolution(s).
- xiii. 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 EGM 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](mailto:dayalandlohia@gmail.com) with a copy marked to

[evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No”.

- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  - iii. Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
  - iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### **DETAILS ON STEP 3 ARE MENTIONED BELOW:**

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

- i. Member will be provided with a facility to attend the EGM 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 EGM though 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 EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, 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 [rgicl.compsec@relianceada.com](mailto:rgicl.compsec@relianceada.com). Questions/queries received by the Company till May 12, 2025 shall only be considered and responded during the EGM.
- 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 EGM. E-voting during the EGM 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 EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. Institutional Members are encouraged to attend and vote at the EGM through VC/OAVM.

**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. 1**

**ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS**

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. 1,00,00,00,000/- (Rupees One Hundred Crores) by issue of equity shares to Reliance Capital Limited, Promoter & Holding Company, on private placement basis.

As per the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and rules made thereunder, the approval of members by special resolution is required for issue of the shares on private placement basis.

**Disclosures as per Section 42 and 62 (1) (c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) 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 April 22, 2025, has considered and approved the issue of 29,85,074 equity shares of Face Value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 325/- (Rupees Three Hundred and Twenty-Five) per share amounting to Rs. 99,99,99,790/- (Rupees Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Ninety), on private placement basis.

**2. Kinds of securities offered and the price at which security is being offered:**

Equity Shares are offered at a price of Rs. 335/- (Rupees Three Hundred and Thirty-Five) including a premium of Rs. 325/- (Rupees Three Hundred and Twenty-Five) per 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. 335/- (Rupees Three Hundred and Thirty-Five) including a premium of Rs. 325/- (Rupees Three Hundred and Twenty-Five) per share, has been arrived at by Registered Valuer, using the Discounted Cash Flow valuation method. The Valuation

Report dated April 22, 2025 issued by Mr. Vishal Laheri, Registered Valuer, is available 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. up to the date of EGM.

**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: 10<sup>th</sup> 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 amount of up to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores)

**6. Material terms of raising such securities:**

Under the Private Placement Offer, 29,85,074 equity shares of Face Value of Rs. 10/- (Rupees Ten) each will be issued at a premium of Rs. 325/- (Rupees Three Hundred and Twenty-Five) per share amounting to Rs. 99,99,99,790/- (Rupees Ninety-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred and Ninety) in cash.

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. Purposes/ objects of the offer:**

- i. To strengthen financial position
- ii. To enhance underwriting capacity
- iii. To support growth
- iv. To expand market share

**8. Total number of shares or other securities to be issued:**

The Company proposes to issue 29,85,074 equity shares of Face Value of Rs. 10/- each, under the offer.

**9. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects/ Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

The Private Placement Offer is being made to the Promoter of the Company that is Reliance Capital Limited and they are intending to subscribe the same.

**10. Proposed time within which the allotment shall be completed:**

The allotment of shares shall be completed by the Company within 60 days from the date of receipt of application money.

**11. Principle terms of assets charged as securities:**

Not applicable

**12. The price or price band at/within which the allotment is proposed:**

The Equity Shares are proposed to be allotted at the price of Rs. 335/- (Rupees Three Hundred and Thirty-Five) including a premium of Rs. 325/- (Rupees Three Hundred and Twenty-Five) per share.

**13. Basis on which the price has been arrived at along with report of the registered valuer:**

The price has been arrived at by Registered Valuer, using the Discounted Cash Flow Method. The Valuation Report dated April 22, 2025 issued by Mr. Vishal Laheri, Registered Valuer is available 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. upto the date of EGM.

**14. Relevant date with reference to which the price has been arrived at: April 22, 2025**

**15. The class or classes of persons to whom the allotment is proposed to be made:**  
Promoter - Reliance Capital Limited

**16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

**Name of proposed allottee:** Reliance Capital Limited

**% of post Private Placement Capital: 73.98%**

- 17. The change in control, if any, in the company that would occur consequent to the preferential offer: None**
- 18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL**
- 19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable**
- 20. The pre issue and post issue shareholding pattern of the company in the following format:**

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A.</b>	<b>Promoters' holding</b>				
1.	Indian				
	Individual	-	-	-	-
	Bodies Corporate	26,13,06,017	98.64	26,42,91,091	98.65
	<b>Sub-total</b>	<b>26,13,06,017</b>	<b>98.64</b>	<b>26,42,91,091</b>	<b>98.65</b>
2.	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	<b>26,13,06,017</b>	<b>98.64</b>	<b>26,42,91,091</b>	<b>98.65</b>
<b>B.</b>	<b>Non-Promoters' Holding</b>				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutional Investors	-	-	-	-
3.	Private Corporate Bodies	84,318	0.03	84,318	0.03
4.	Directors and relatives	9,13,836	0.34	9,13,836	0.34
5.	Indian Public	24,33,087	0.92	24,33,087	0.91
6.	Others	1,73,753	0.07	1,73,753	0.07



Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
	[including Non-resident Indians (NRIs)]				
	<b>Sub-total (B)</b>	<b>36,04,994</b>	<b>1.36</b>	<b>36,04,994</b>	<b>1.35</b>
	<b>Grand Total (A+B)</b>	<b>26,49,11,011</b>	<b>100.00</b>	<b>26,78,96,085</b>	<b>100.00</b>

#### **Recommendation and Interest of Directors/KMPs:**

The Board of the Company recommends the passing of the Resolution at Item No. 1 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 Reliance General Insurance Company Limited**

Sd/-  
**Sushil Sojitra**  
**Company Secretary & Compliance Officer**  
**(Membership No. A31993)**

Place: Mumbai  
Date: April 22, 2025