

SHRIRAM GENERAL INSURANCE COMPANY LIMITED

Regd. Office: E-8, EPIP, RIICO Industrial Area, Sitapura, Jaipur - 302022

IRDAI Reg. No. 137 CIN: U66010RJ2006PLC029979 Website: www.shriramgi.com

e-mail: compliance@shriramgi.com Tele No.: +91-141-4828451 Fax: +91-141-2770692

NOTICE

Notice is hereby given that the Extraordinary General Meeting of Members of Shriram General Insurance Company Limited (CIN: U66010RJ2006PLC029979) (hereinafter referred to as "the Company") will be held on Wednesday, the 6th day of September 2023 at 10:00 A.M. at E-8, EPIP, RIICO Industrial Area, Sitapura, Jaipur - 302022 to transact the following special business:

Item No. 1

To consider revision in salary structure of Mr. Jasmit Singh Gujral (DIN: 00196707) Whole-time Director and Executive Vice-Chairman of the Company in pursuance to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023 with effect from April 1, 2023 and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the applicable provisions and rules made thereunder of Companies Act, 2013 read with the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any amendment, variation, statutory modifications or re-enactment thereof for the time being in force) and Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023, subject to the approval of Insurance Regulatory and Development Authority of India (IRDAI) and such other statutory approvals as may be required, the remuneration of Mr. Jasmit Singh Gujral (DIN: 00196707), Whole-time Director & Executive Vice Chairman of the Company be and is hereby revised with effect from 1st April 2023 on such terms and conditions as detailed herein below:

A. FIXED PAY:

1) REMUNERATION:

- i. Salary - Rs. 1,14,75,410/- p.a.
- ii. Other allowances - Rs. 8,00,000/- p.a.

2) PERQUISITES AND ALLOWANCES:

- i. Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.
- ii. Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company.
- iii. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company 12% of the Basic Salary, i.e., Rs. 13,77,049/- p.a. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.



- iv. Contribution to National Pension Scheme (NPS) - 10% of the Basic Salary, i.e., Rs. 11,47,541/- p.a.
- v. Gratuity – Not exceeding half a month's salary for each completed year of service.
- vi. Encashment of leave at the end of the tenure – As per the rules of the Company.
- vii. Travelling and Halting Allowance – As per the rules of the Company.
- viii. Free telephone at residence.

Personal long distance calls on telephone and use of car for private purpose shall be charged to the Executive Vice Chairman.

v, vi, vii and viii above will not be considered or included for the computation of ceiling on perquisites.

B. VARIABLE PAY:

An amount and/or Stock Options up to the maximum limit permitted under the IRDAI Guidelines on Remuneration of Directors and Key Managerial Persons or any modification thereof, based on the achievement of such performance parameters as may be laid down by the Board approved Nomination & Remuneration Policy of the Company formulated on the basis of the above referred IRDAI Guidelines or any modification thereof.

RESOLVED FURTHER THAT the Wholtime Director and Executive Vice Chairman shall not be paid any sitting fees for attending general meetings and meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the Board may revise the existing or allow any other facilities/ perquisites, from time to time, within the overall ceiling.

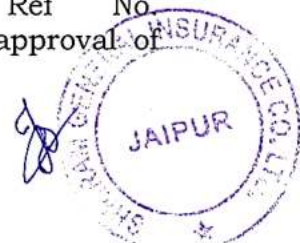
RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the Wholtime Director and executive vice chairman will be paid the above remuneration as minimum remuneration.

RESOLVED FURTHER THAT Ms. Tanushree Jain, Company Secretary be and is hereby authorised to file the necessary forms and returns along with necessary attachment with the Insurance Regulatory & Development Authority of India (IRDAI) in this regard and to do all necessary act, deed and things to give effect this resolution.”

Item No. 2

To consider revision in salary structure of Mr. Anil Kumar Aggarwal (DIN: 01330337), Managing Director and CEO of the Company in pursuance to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023 with effect from April 1, 2023 and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the applicable provisions and rules made thereunder of Companies Act, 2013 read with the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any amendment, variation, statutory modifications or re-enactment thereof for the time being in force) and Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023, subject to the approval of



Insurance Regulatory and Development Authority of India (IRDAI) and such other statutory approvals as may be required, the remuneration of Mr. Anil Kumar Aggarwal(DIN: 01330337), Managing Director & CEO of the Company be and is hereby revised with effect from 1st April 2023 on such terms and conditions as detailed herein below:

A. FIXED PAY:

1) REMUNERATION:

Salary: Rs. 65,57,377/- p.a.

2) PERQUISITES AND ALLOWANCES:

i. Payment of water, gas, electricity and furnishing charges for residence, to be valued in accordance with Income Tax Rules, subject to a maximum of 10% of the salary.

ii. Club Fees – Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company.

iii. Contribution to Provident Fund, Superannuation Fund or Annuity Fund – As per rules of the Company 12% of the Basic Salary, i.e., Rs. 7,86,885/- p.a. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

iv. Contribution to National Pension Scheme (NPS) - 10% of the Basic Salary, i.e., Rs. 6,55,738/- p.a.

v. Gratuity – Not exceeding half a month's salary for each completed year of service.

vi. Encashment of leave at the end of the tenure – As per the rules of the Company.

vii. Travelling and Halting Allowance – As per the rules of the Company.

viii. Free telephone at residence.

Personal long distance calls on telephone and use of car for private purpose shall be charged to the Managing Director.

v, vi, vii and viii above will not be considered or included for the computation of ceiling or perquisites.

B. VARIABLE PAY:

An amount and/or Stock Options up to the maximum limit permitted under the IRDAI Guidelines on Remuneration of Directors and Key Managerial Persons or any modification thereof, based on the achievement of such performance parameters as may be laid down by the Board approved Nomination & Remuneration Policy of the Company formulated on the basis of the above referred IRDAI Guidelines or any modification thereof.



RESOLVED FURTHER THAT the Managing Director and CEO shall not be paid any sitting fees for attending general meetings and meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the Managing Director and CEO will be paid the above remuneration as minimum remuneration.

RESOLVED FURTHER THAT the Board may revise the existing or allow any other facilities/ perquisites, from time to time, within the overall ceiling.

RESOLVED FURTHER THAT Ms. Tanushree Jain, Company Secretary be and is hereby authorised to file the necessary forms and returns along with necessary attachment with the Insurance Regulatory & Development Authority of India (IRDAI) in this regard and to do all necessary act, deed and things to give effect this resolution."

Item No. 3

To consider the revision in salary structure of Ms. Mona Mathur (DIN: 08173401), Whole-time Director and CFO of the Company in pursuance to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023 with effect from April 1, 2023 and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the applicable provisions of Companies Act, 2013 and rules made thereunder read with the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any amendment, variation, statutory modifications or re-enactment thereof for the time being in force) and Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023, subject to the approval of Insurance Regulatory and Development Authority of India (IRDAI) and such other statutory approvals as may be required the remuneration of Ms. Mona Mathur (DIN: 08173401), Whole-time Director & CFO of the Company be and is hereby revised with effect from 1st April 2023 on such terms and conditions as reproduced herein below:

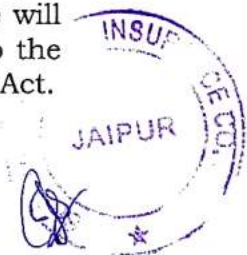
A. FIXED PAY:

1) REMUNERATION:

- i. Basic Salary: Rs. 15,00,000 p.a.
- ii. House Rent Allowance: Rs. 1,50,000 p.a.
- iii. Conveyance Allowance: Rs. 19,200 p.a.
- iv. Other Allowances: Rs. 4,00,800 p.a.

2) PERQUISITES:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund – As per rules of the Company 12% of the Basic Salary, i.e., Rs. 1,80,000/- p.a. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.



ii. Contribution to National Pension Scheme (NPS) - 10% of the Basic Salary, i.e., Rs. 1,50,000/- p.a.

iii. Gratuity - Not exceeding half a month's salary for each completed year of service.

iv. Encashment of leave at the end of the tenure - As per the rules of the Company.

v. Travelling and Halting Allowance - As per the rules of the Company.

iii, iv and v above will not be considered or included for the computation of ceiling or perquisites.

B. VARIABLE PAY:

An amount and/or Stock Options up to the maximum limit permitted under the IRDAI Guidelines on Remuneration of Directors and Key Managerial Persons or any modification thereof, based on the achievement of such performance parameters as may be laid down by the Board approved Nomination & Remuneration Policy of the Company formulated on the basis of the above referred IRDAI Guidelines or any modification thereof.

RESOLVED FURTHER THAT Ms. Mona Mathur, Whole-time Director & CFO shall not be paid any sitting fees for attending general meetings and meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the Whole-time Director & CFO will be paid the above remuneration as minimum remuneration.

RESOLVED FURTHER THAT the Board may revise the existing or allow any other facilities/ perquisites, from time to time, within the overall ceiling.

RESOLVED FURTHER THAT Ms. Tanushree Jain, Company Secretary be and is hereby authorised to file the necessary forms and returns along with necessary attachment with the Insurance Regulatory & Development Authority of India (IRDAI) in this regard and to do all necessary act, deed and things to give effect this resolution."

Item No. 4

To approve the amendment of Articles of Association of the Company, to consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules framed there under and in accordance with the provisions of other applicable law and rules made thereunder, the following amendments in the Articles of Association of the Company be and are hereby approved and adopted in the Articles of Association of the Company:

Article 2.1 (a) of Part B of Articles of Association of the Company will be deleted and substituted to read as follows:



The majority of the Directors on the Board of the Company shall be Indian residents.

RESOLVED FURTHER THAT Ms. Tanushree Jain, Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to this resolution."

By Order of the Board of Directors
For Shriram General Insurance Company Limited

Date:01/08/2023
Place: Chennai



Tanushree Jain

Tanushree Jain
Company Secretary
Membership No. - A46461
Address: B-7, Saket Colony,
Adarsh Nagar, Jaipur - 302004

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, or one or more proxies (where allowed) to attend and vote on a poll on his behalf and such proxy need not be a member of company. A proxy may be sent in the form no. MGT-11 enclosed and in order to be effective must reach the registered office of company at least 48 hours before the commencement of meeting.
2. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A person can act as proxy for maximum 50 members and aggregate holding of such members shall not be more than 10% of total share capital of the company having voting rights.
4. Corporate Members if any, intending to send their authorized representatives to attend the meeting 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 Meeting.
5. Members / proxies should bring duly filled attendance slips sent along with this notice to attend the meeting.
6. Members are requested to update the company their email ID, address and any other information, registered with the company, if any changes therein.
7. The Explanatory Statement as required under Section 102(2) of the Companies Act, 2013 is annexed.
8. Route Map showing directions to reach to the venue of the EOGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Jasmit Singh Gujral (DIN: 00196707) was appointed as Whole-time Director & Executive Vice Chairman by the Board of Directors with effect from 1st November 2018 for a period of five years.

The members at the Annual General Meeting held on June 18, 2019 had approved the remuneration payable to Mr. Jasmit Singh Gujral (DIN: 00196707) which was also approved by Insurance Regulatory & Development Authority of India (IRDAI) vide its letter dated 11th September 2019.

The Company has an annual appraisal process for all of its employees including the Executive Directors and their remuneration is subject to annual revision as per the Company's Remuneration Policy.

The Board on the basis of the recommendation of the Nomination and Remuneration Committee at its meeting held on August 01, 2023 had recommended revision in the salary structure (bifurcation in Fixed and Variable pay) of Mr. Jasmit Singh Gujral (DIN: 00196707), Whole-time Director & Executive Vice Chairman of the Company in pursuance to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023 with effect from April 01, 2023.

The Company being governed by the Insurance Act 1938 as well as IRDAI guidelines is subject to stringent regulatory framework whereby any benefit conferred whether in monetary or non-monetary form would be subject to approval of IRDAI in addition to the approval of the Members of the Company. Accordingly, the approval of Members is therefore sought for the revision in salary structure of Mr. Jasmit Singh Gujral (DIN: 00196707), Whole time Director & Executive Vice Chairman of the Company subject to the approval of Insurance Regulatory & Development Authority of India (IRDAI).

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during business hours upto the date of the meeting.

Additional information in respect of Mr. Jasmit Singh Gujral (DIN: 00196707), Whole time Director & Executive Vice Chairman of the Company pursuant to the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

Mr. Jasmit Singh Gujral (DIN: 00196707) is interested in the resolution to the extent of their appointment and shareholding in the Company. None of the other Directors Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Your Directors recommend the ordinary resolution at Item No. 1 for your approval



Item No. 2

Mr. Anil Kumar Aggarwal (DIN: 01330337) was re-appointed as Managing Director & CEO by the Board of Directors with effect from 1st September 2020 for a period of five years.

The members at the Annual General Meeting held on June 16, 2020 approved the re-appointment of Mr. Anil Kumar Aggarwal (DIN: 01330337) and the remuneration payable to him which was also approved by Insurance Regulatory & Development Authority of India (IRDAI) vide its letter dated 27th July 2020.

The Company has an annual appraisal process for all of its employees including the Managing Director and their remuneration is subject to annual revision as per the Company's Remuneration Policy.

The Board on the basis of the recommendation of the Nomination and Remuneration Committee at its meeting held on August 01, 2023 had recommended revision in the salary structure of Mr. Anil Kumar Aggarwal (DIN: 01330337), Managing Director & CEO of the Company in pursuance to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023 with effect from April 01, 2023.

The Company being governed by the Insurance Act 1938 as well as IRDAI guidelines is subject to stringent regulatory framework whereby any benefit conferred whether in monetary or non-monetary form would be subject to approval of IRDAI in addition to the approval of the Members of the Company. Accordingly, the approval of Members is therefore sought for the revision in salary structure of Mr. Anil Kumar Aggarwal (DIN: 01330337), Managing Director & CEO of the Company subject to the approval of Insurance Regulatory & Development Authority of India (IRDAI).

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during business hours upto the date of the meeting.

Additional information in respect of Mr. Anil Kumar Aggarwal (DIN: 01330337) Managing Director & CEO of the Company pursuant to the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

Mr. Anil Kumar Aggarwal (DIN: 01330337) Managing Director & CEO of the Company is interested in the resolution to the extent of his appointment and shareholding in the Company. None of the other Directors Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Your Directors recommend the ordinary resolution at Item No. 2 for your approval.



Item No. 3

Ms. Mona Mathur (DIN: 08173401) was appointed as Whole-time Director by the Board of Directors with effect from 6th August 2018 for a period of five years.

The members at the Annual General Meeting held on June 18, 2019 had approved the remuneration payable to Ms. Mona Mathur (DIN: 08173401) which was also approved by Insurance Regulatory & Development Authority of India (IRDAI) vide its letter dated 14th August 2019.

The Company has an annual appraisal process for all of its employees including the Whole-time Directors and their remuneration is subject to annual revision as per the Company's Remuneration Policy.

The Board on the basis of the recommendation of the Nomination and Remuneration Committee at its meeting held on August 01, 2023 had recommended revision in the salary structure of Ms. Mona Mathur (DIN: 08173401) of the Company in pursuance to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers issued by the IRDAI vide Ref No. IRDAI/F&A/GDL/141/6/2023 dated June 30, 2023 with effect from April 01, 2023.

The Company being governed by the Insurance Act 1938 as well as IRDAI guidelines is subject to stringent regulatory framework whereby any benefit conferred whether in monetary or non-monetary form would be subject to approval of IRDAI in addition to the approval of the Members of the Company. Accordingly, the approval of Members is therefore sought for the revision in salary structure of Ms. Mona Mathur (DIN: 08173401) subject to the approval of Insurance Regulatory & Development Authority of India (IRDAI).

Additional information in respect of Ms. Mona Mathur (DIN: 08173401) Whole-time Director of the Company pursuant to the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

Ms. Mona Mathur (DIN: 08173401) is interested in the resolution to the extent of her appointment and shareholding in the Company. None of the other Directors Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Your Directors recommend the ordinary resolution at Item No. 3 for your approval.

Item No. 4

The Board of Directors in their meeting held on 20th April 2022 adopted the restated Articles of Association with a view to incorporate certain terms and conditions of the shareholder's agreement dated 11 April 2022 executed amongst KKR, Shriram Capital Limited, Sanlam Emerging Markets (Mauritius) Limited, Shriram Financial Ventures (Chennai) Private Limited and the Company ("SHA").



The following clause of the "SHA" has been deleted with mutual consent between the parties to the Agreement:

"The Board of the Company will consist of an odd number of Directors."

Accordingly, the Articles of Association of the Company shall be altered by modifying Article 2.1 (a) of Part B as under:

Current Article 2.1 (a):

The Board of the Company will consist of an odd number of Directors, and the majority of the Directors on the Board of the Company shall be Indian residents.

Proposed Article 2.1 (a):

The majority of the Directors on the Board of the Company shall be Indian residents.

Pursuant to the provisions of Section 14 of the Companies Act, any amendment of the articles of association of a company requires the approval of the members of the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the notice for the approval of the Members of the Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of the Director or Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said resolution.

By Order of the Board of Directors
For Shriram General Insurance Company Limited

Date: 01/08/2023

Place: Chennai



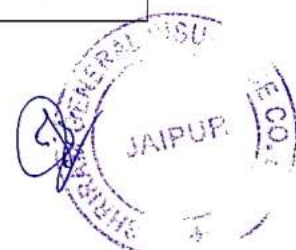
Tanushree Jain

Tanushree Jain
Company Secretary
Membership No. - A46461
Address: B-7, Saket Colony,
Adarsh Nagar, Jaipur - 302004

Annexure-A

Details of Director in case of appointment/re-appointment/fixation of remuneration

Particulars	Mr. Jasmit Singh Gujral (DIN: 00196707)
Date of Birth	01/03/1966
Qualification	B. Com (Hons), P.G.D. (1st Position) Chief Executive Programme I.I.M. (Ahmedabad) Advanced Mgt. Programme ISB, Hyderabad Global Adv. Mgt. Programme Kellogg School of Business Management Chicago
Experience	Over 37 Years of experience in Finance Services, Insurance, Marketing and General Management
a. Terms & Conditions of appointment or re-appointment	Appointed as Whole time Director and Executive Vice Chairman
b. Details of remuneration sought to be paid	Fixed Pay - Rs. 18,500,000 p.a. Variable Pay - An amount and/or Stock Options up to the maximum limit permitted under the IRDAI Guidelines on Remuneration of Directors and Key Managerial Persons or any modification thereof, based on the achievement of such performance parameters as may be laid down by the Board approved Nomination & Remuneration Policy of the Company formulated on the basis of the above referred IRDAI Guidelines or any modification thereof.
c. Remuneration last drawn by such person, if applicable	Rs. 16,446,000 p.a.
Date of first appointment on the Board	28/07/2006
Shareholding in the Company	10 shares (0.00 %)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
The number of Meetings of the Board attended during the year (2022-23)	Five
Other Directorships	1. Shriram Investment Holdings Limited 2. Shriram Credit Company Limited 3. Shriram Seva Sankalp Foundation 4. SGI Philippines General Insurance Company Inc. 5. Shriram Capital Private Limited 6. Shriram GI Holdings Private Limited 7. Shriram LI Holdings Private Limited
Membership/ Chairmanship of Committees of other Boards	NIL



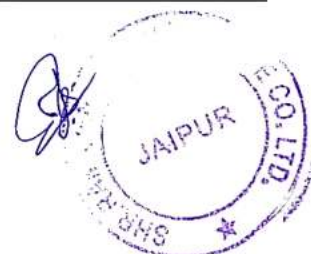
Details of Director in case of appointment/re-appointment/fixation of remuneration

Particulars	Mr. Anil Kumar Aggarwal (DIN: 01330337)
Date of Birth	06/09/1965
Qualification	B. Com, C.A., Associate Member of III
Experience	Over 28 years of experience in managing accounting, auditing and finance operations for Non-Banking Finance Companies and has extensive experience in Accounts, Finance and Investments in Non-life Insurance Company.
a. Terms & Conditions of appointment or re-appointment	Appointed as Managing Director & CEO
b. Details of remuneration sought to be paid	Fixed Pay - Rs. 96,00,000 p.a. Variable Pay - An amount and/or Stock Options up to the maximum limit permitted under the IRDAI Guidelines on Remuneration of Directors and Key Managerial Persons or any modification thereof, based on the achievement of such performance parameters as may be laid down by the Board approved Nomination & Remuneration Policy of the Company formulated on the basis of the above referred IRDAI Guidelines or any modification thereof.
c. Remuneration last drawn by such person, if applicable	Rs. 84,70,000 p.a.
Date of first appointment on the Board	25/05/2015
Shareholding in the Company	75010 shares (0.03%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NONE
The number of Meetings of the Board attended during the year (2022-23)	Five
Other Directorships	SGI Philippines General Insurance Company, Inc., Director
Membership/ Chairmanship of Committees of other Boards	NA



Details of Director in case of appointment/re-appointment/fixation of remuneration

Particulars	Ms. Mona Mathur (DIN: 08173401)
Date of Birth	14/09/1973
Qualification	Fellow Member of ICAI, Associate of Insurance Institute of India
Experience	She holds over 25 years of experience in managing accounting, auditing and finance operations. She has wide knowledge in Accounts & Finance. She has been with SGI ever since inception, playing a significant role in implementing policies on accounting, internal audit and management reporting. At present, she is responsible for overall accounting and finance functions.
a. Terms & Conditions of appointment or re-appointment	Appointed as Whole-time Director
b. Details of remuneration sought to be paid	Fixed Pay - Rs. 30,00,000 p.a. Variable Pay - An amount and/or Stock Options up to the maximum limit permitted under the IRDAI Guidelines on Remuneration of Directors and Key Managerial Persons or any modification thereof, based on the achievement of such performance parameters as may be laid down by the Board approved Nomination & Remuneration Policy of the Company formulated on the basis of the above referred IRDAI Guidelines or any modification thereof.
c. Remuneration last drawn by such person, if applicable	Rs. 23,00,400 p.a.
Date of first appointment	06/08/2018
Shareholding in the Company	18000 shares (0.01 %)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
The number of Meetings of the Board attended during the year (2021-22)	Five
Other Directorships	NONE
Membership/ Chairmanship of Committees of other Boards	NONE



Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U66010RJ2006PLC029979, IRDA Reg. No. 137

Name of the company: SHRIRAM GENERAL INSURANCE COMPANY LIMITED

Registered office: E-8, EPIP, RIICO Industrial Area, Sitapura, Jaipur – 302022

Website: www.shriramgi.com, e-mail ID: compliance@shriramgi.com

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him

2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him

3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Wednesday, 6th day of September, 2023 at 10:00 a.m. at E-8, EPIP, RIICO Industrial Area, Sitapura, Jaipur – 302022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Ordinary Resolution for revision in salary structure of Mr. Jasmit Singh Gujral (DIN: 00196707) Whole-time Director and Executive Vice-Chairman of the Company.
2. Ordinary Resolution for revision in salary structure of Mr. Anil Kumar Aggarwal (DIN: 01330337), Managing Director and CEO of the Company.
3. Ordinary Resolution for revision in salary structure of Ms. Mona Mathur (DIN: 08173401), Whole-time Director and CFO of the Company.
4. Special Resolution to approve the amendment of the Articles of Association of the Company.

Signed this _____ day of _____ 2023

Signature of shareholder:

Signature of Proxy holder(s):

Affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting



SHRIRAM GENERAL INSURANCE COMPANY LIMITED

Regd. Office: E-8, EPIP, RIICO Industrial Area, Sitapura, Jaipur - 302022

IRDA Reg. No. 137 CIN: U66010RJ2006PLC029979

Website: www.shriramgi.com, e-mail: secretarial@shriramgi.com,

Phone: +91-141-4828400

**ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING
DATE: 06.09.2023**

(Please present this slip at the entrance of the meeting venue)

Folio No. / DP ID Client ID No.:
Name of First named Member/Proxy/Authorized Representative:
Name of Joint Member(s), if any:
No. of Shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the Extraordinary General Meeting of the company being held on Wednesday, September 06, 2023 at 10:00 AM at E-8, EPIP, RIICO Industrial Area, Sitapura, Jaipur - 302022.

Signature of First holder/Proxy/Authorized Representative

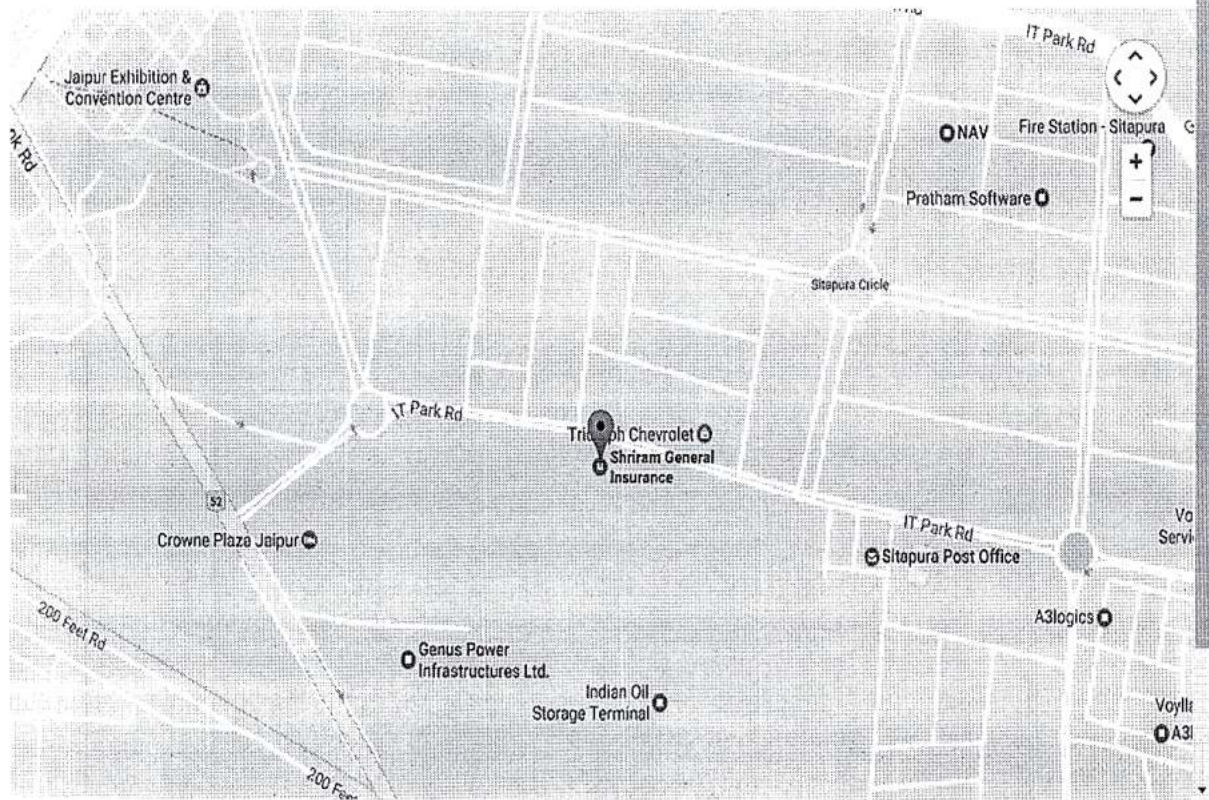
Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting





Prominent Landmarks - Near Hotel Crowne Plaza, Jaipur and Jaipur Exhibition & Convention Centre (JECC)

