IFFCO-TOKIO
GENERAL INSURANCE
Muskurate Raho

NOTICE OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING

TO THE MEMBERS

NOTICE is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Members of **IFFCO TOKIO General Insurance Company Limited** will be held on Tuesday, 28th July, 2026 at 10.00 AM at its Registered Office at IFFCO Sadan, C-1, District Centre, Saket, New Delhi -110017 through Video Conferencing ("VC") / other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company as at 31st March, 2026, together with Auditors' Report thereon and the Report of the Board of Directors to the Members.

2. To appoint a Director in place of Mr. Kichiichiro Yamamoto (DIN:10143223), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Shinjiro Hamada (DIN:07855559), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Bhaveshkumar Babubhai Radadiya (DIN: 07507342), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

5. To consider the appointment of M/s ASC & Associates, Chartered Accountants (FRN: 011863N), as Joint Statutory Auditors of the Company for a period of four (4) years commencing from the FY 2026-27 and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, M/s ASC & Associates, Chartered Accountants (FRN:011863N), be and are hereby appointed as the Joint Statutory Auditors of the Company, to hold office for a term of 4 (Four) consecutive years, from the conclusion of the 26th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company."

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SPECIAL BUSINESS:

6. **Appointment of Mr. Ajay Kumar Rai (DIN: 09705533) as Nominee Non-Executive Director on the Board of the Company, whose office shall be liable to retire by rotation.**

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

   "RESOLVED THAT Mr. Ajay Kumar Rai (DIN:09705533), nominee of IFFCO, be and is hereby appointed as Non-Executive Director of the Company with effect from 22nd June, 2026, whose office shall be liable to retire by rotation."

Registered Office:
IFFCO Sadan, C1,
District Centre, Saket
New Delhi-110017

Dated: 2nd July, 2026

By Order of the Board

(Triloki Nath Verma)

Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business.

Item No-6

Appointment of Mr. Ajay Kumar Rai (DIN: 09705533) as Nominee Non-Executive Director on the Board of the Company, whose office shall be liable to retire by rotation.

M/s IFFCO vide its letter dated 29th May, 2026 informed the nomination of Mr. Ajay Kumar Rai (DIN:09705533) for his appointment as IFFCO Nominee, Non-Executive Director on the Board of the Company.

Born on 1st February, 1974, Mr. Ajay Kumar Rai holds a Bachelor's degree. He is a professional with extensive and diverse experience of around 21 years in the field of Cooperatives and Banking. He is associated with Krishak Bharati Cooperative Limited (KRIBHCO) as Director and has also served as Past Chairman of the District Cooperative Bank, Varanasi, Chandauli, and Bhadoi.

Mr Ajay Kumar Rai has consented to become a Director of the Company and has provided the declarations/undertakings required under the Companies Act, 2013, and the Master Circular on Corporate Governance issued by IRDAI. All the information required as per Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is enclosed as **Annexure-A** to the Notice.

On the recommendations of the Nomination & Remuneration Committee, the Board of Directors of your Company has approved the appointment of Mr. Ajay Kumar Rai, as IFFCO Nominee, Non-Executive Director of the Company. Accordingly, the Board recommends the passing of the Resolution at Item No. 6 of the Notice, as an Ordinary Resolution.

The relevant documents pertaining to the appointment of Mr. Ajay Kumar Rai, IFFCO Nominee Non- Executive Director are open for inspection during working hours of the Company at its Registered Office.

None of the Directors, Key Managerial Personnel, or any of their relatives, except Mr Ajay Kumar Rai, is personally interested or concerned in the resolution.

The Resolution at Item No. 6 is accordingly recommended for the approval of the Shareholders by means of an Ordinary Resolution.

Notes: -

1. The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 03/2025 dated 22nd September, 2025, read with its earlier circulars dated 19th September, 2024, 25th September, 2023, 5th May, 2020, and 13th January, 2021; 8th December, 2021; 14th December, 2021; 5th May, 2022; and 28th December, 2022 (collectively referred to as the "MCA Circulars"), has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM;
2. In compliance with the provisions of the Companies Act, 2013 and the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM;
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at this AGM 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 AGM is held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for this AGM; hence, the Proxy Form and the Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for voting or for participation in the Meeting held through VC or OAVM. The Board or Governing body resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf can be sent to Mr. Triloki Nath Verma at his email id triloki.verma@iffcotokio.co.in;
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 containing all the relevant annexures is being sent through electronic mode to all the Members at the email IDs registered with the Company. In terms of the MCA Circular, the Notice of the Meeting will be available on the website of the Company at www.iffcotokio.co.in;

5. The Company has been maintaining statutory registers and records as required under applicable provisions of Companies Act, 2013 and rules made thereunder at its registered office, in accordance with the relevant MCA Circulars, such registers and records will be made available for inspection from Monday to Friday from 10.00 AM to 1.00 PM, except holidays, up to the date of the meeting and also at the meeting;
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013;
7. Though the Meeting is conducted through Video Conferencing ("VC") / OAVM, in terms of the Clarification issued by the Institute of Company Secretaries of India (ICSI) on 15th April, 2020, the proceedings of the AGM shall be deemed to be made at the Registered Office;
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this notice;
9. Instructions for joining the AGM are as follows:
    - Members will be able to attend the AGM through VC/OAVM, for which the link will be circulated separately through email.
    - Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the Meeting and shall not be closed till the expiry of 15 minutes after the scheduled time.
    - Keep all your other Electronic devices on mute/ silent/ switched off mode to avoid interference of any type.
    - All the participants will be muted at the start of the Meeting. You may switch on your Cameras.
    - Roll Call will be done soon after. Members can raise their hands to confirm their participation.
    - After the Meeting has started, Members are expected to raise their hands if they wish to say something. The speaker would be unmuted.
    - After each Agenda Item, the Chairman would speak to conclude the point
10. Participants or Members who need any assistance before or during the AGM may contact Mr. Triloki Nath Verma, Company Secretary at 0124-2850219. During the meeting, in case a poll is ordered on any item of business, members can convey their vote by email at triloki.verma@iffcotokio.co.in;
11. Necessary disclosures pursuant to Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India, with regard to directors liable to retire by rotation and other appointments, are provided in Annexure-A of this Notice. Except for the respective director (eligible for reappointment) and his relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution for the appointment of the Director.

Annexure-A

Details of Directors seeking approval of Members for appointment/re-appointment at the Twenty-Sixth (26th) AGM of the Company

Particulars	Mr. Shinjiro Hamada (DIN:07855559)	Mr. Kichiichiro Yamamoto (DIN:10143223)	Mr. Bhaveshkumar Babubhai Radadiya (DIN: 07507342)	Mr. Ajay Kumar Rai (DIN: 09705533
Age	55 years	65 Years	46 years	52 years
Date of first appointment on the Board	7th July, 2017	07th June, 2023	19th June, 2024	22nd June, 2026
Qualification	Bachelor of Law	Bachelor of Laws and MBA	12 Commerce -1999	Graduate
Brief experience and Expertise in specific functional areas	Insurance	Insurance	Co-Operator	Co-Operator
Terms and conditions of re-appointment, including remuneration sought to be paid	No amount is payable except for sitting fees	No amount is payable except for sitting fees	No amount is payable except for sitting fees	No amount is payable except for sitting fees
Shareholding in the Company, including shareholding as a beneficial owner, as on 31st March, 2026	Nil	Nil	Nil	Nil
Number of Board Meetings attended during FY2026	4	5	5	N.A.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None	None	None
No. Other Directorships as on 31st March, 2026	0	0	Nil	1
Chairpersonship / Membership of the Committees of Companies in which the position of Director is held as on 31st March 31, 2026	None	None	None	None
Remuneration last drawn	Sitting Fees	Sitting Fees	Sitting Fees	N.A.