NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of Valueattics Reinsurance Limited will be held on Tuesday, 8th September 2026 at 4.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and deemed venue shall be 12th Floor (East Wing), Phoenix Fountainhead Tower 1, Viman Nagar, Pune – 411014 to transact the following Ordinary and Special Business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March 2026 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Michael Wallace (DIN: 10214400), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795), as Non-Executive Director of the Company and to consider, and if thought fit, to pass the following resolution, with or without modification(s) as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder (including any modification(s) or re-enactment(s) thereof for the time being in force), the Insurance Act, 1938, guidelines, circulars, regulations issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Gopalakrishnan Soundarajan (DIN: 05242795), who was appointed as an Additional Director in the capacity of Non-Executive Director by the Board with effect from 12th February 2026, and who holds office till the date of Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

   RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities and to file necessary forms with the Registrar of Companies and other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

By Order of the Board of Directors
For Valueattics Reinsurance Limited

Rohit Chitnis
Company Secretary

Membership No: A65193
Address: 12th Floor (East Wing), Phoenix Fountainhead Tower 1,
Viman Nagar, Pune – 411014

Date: 11th August 2026
Place: Pune

NOTES:

1. Annual general meeting ("**AGM**") through video conferencing ("**VC**") or any other audio-visual means ("**OAVM**")

   The Ministry of Corporate Affairs ("**MCA**") has, by way of its Circular No.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2022 dated 28th December 2022, Circular No. 09/2023 dated 25th September 2023 along with subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC / OAVM without the physical presence of the Members at a common venue. Hence, in compliance with the provisions of Companies Act, 2013 ("the Act") and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and the Circulars, the Company will be conducting this AGM through VC / OAVM ("**VC Facility**") to transact the ordinary and special business set out in this notice of AGM. The AGM being conducted through VC Facility shall be deemed to be convened at the registered office of the Company at 12th Floor (East Wing), Phoenix Fountainhead Tower 1, Viman Nagar, Pune – 411014, as stated in the Notice of the AGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. Pursuant to the provisions of the Companies Act, 2013, generally, a Member entitled to attend and vote at the 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 being held through VC Facility pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will **not be available** for the AGM and hence the Attendance Slip, Proxy Form and Route Map are not annexed to this notice.

3. Pursuant to Section 101 of the Companies Act, 2013 ("**Act**"), read with rules framed thereunder (as amended from time to time) and in compliance with the said MCA Circulars, the Notice of the AGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company / the Depository Participants.

   Members may note that the Notice of AGM is made available on the Company's website at https://www.valueattics.com

4. Instructions for Members to attend the AGM through VC Facility:

   (i) The Company is providing a two-way VC Facility for attending the AGM via Microsoft Teams platform.

   (ii) The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e. from 3.45 PM (IST) on 8th September 2026 and will be open throughout the proceeding of the AGM.

   (iii) Members may note that the VC Facility made available by the Company allows participation for all the Members of the Company.

(iv) Members are encouraged to join the AGM through laptops / desktops with front camera and good speed internet connection to avoid any disturbance during the AGM and have a seamless experience.

(v) Please note that Members connecting from their mobile devices or tablets or through laptop / desktops 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 glitches.

(vi) Members may submit their questions / queries, with regard to agenda item to be placed at the AGM (at least 24 hours in advance) at designated email ID – vrlcs@valueattics.com, so as to enable the Board / Management to respond suitably. Members can also pose questions / queries concurrently during the course of the AGM.

(vii) To attend the AGM of the Company through VC facility, Members shall log-on to the link provided in the e-mail by which this Notice is being sent and follow the procedure mentioned below:

(a) The AGM link received on your registered e-mail ID.

(b) Click and select - Join Teams Meeting to join the AGM. Members can join through any web browser or through Microsoft Teams Application.

(c) You have two choices: (a) download the Windows app: download the Teams app. (b) join on the web instead: join a Teams meeting on the web.

(d) Type in your name and turn-on the Camera and Microphone before joining the AGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what’s behind you.

(e) Select Join now.

(f) You will now enter the Meeting, through the lobby admission.

(g) Members who need any technical or other assistance before or during the AGM, can write to us at vrlcs@valueattics.com

5. Members attending the AGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The agenda items proposed to be transacted at this AGM will be put up for voting by show of hands for Members to provide their votes (assent / dissent) thereon.

7. The aforesaid resolutions shall be deemed to have been passed at the registered office of the Company at the 12th Floor (East Wing), Phoenix Fountainhead Tower 1, Viman Nagar, Pune - 411014 on the date of the AGM, i.e. on 8th September 2026, subject to receipt of the requisite number of votes in favour of the resolutions.

8. Pursuant to the provisions of Section 113 of the Act, Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

9. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice. Documents referred to in the Notice will be kept open for inspection by the Members at the registered office of the Company up to the date of the Meeting and at the Meeting.

10. The Brief Profile and relevant details of the Director(s) proposed to be appointed/re-appointed as per Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given in Annexure I of this Notice.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement are available for inspection by the Members at the registered office and will also be available electronically for inspection by the Members during the AGM.

By Order of the Board of Directors
For Valueattics Reinsurance Limited

Rohit Chitnis
Company Secretary
Membership No: A65193
Address: 12th Floor (East Wing), Phoenix Fountainhead Tower 1,
Viman Nagar, Pune – 411014

Date: 11th August 2026
Place: Pune

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 3 of the Notice

To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795), as Non-Executive Director of the Company

The Board of Directors of the Company vide resolution passed on 12th February 2026, has appointed Gopalakrishnan Soundarajan (DIN: 05242795), as an Additional Director in the category of Non-Executive Director of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. In accordance with the aforesaid provisions, as Additional Director, Gopalakrishnan Soundarajan holds office upto the 9th AGM and is eligible for appointment as a Non-Executive Director of the Company, subject to the approval of Members.

Gopalakrishnan Soundarajan is a Non–executive Director of the Company, appointed as a Nominee of FAL Corporation. He is a member of the Institute of Chartered Accountants of India and holds a bachelor's degree in commerce from the University of Madras. He is also a Chartered Financial Analyst and a member of the CFA Institute. He is currently serving as Director on Board of Quess Corp Limited, Digitide Solutions Limited, Bluspring Enterprises Limited, Thomas Cook (India) Limited, Go Digit General Insurance Limited, Go Digit Life Insurance Limited, Go Digit Solutions Private Limited, IIFL Finance Limited, Primary Real Estate Investments, FIH Private Investments Limited, FIH Mauritius Investments Limited, 10955230 Canada INC and Fairfirst Insurance Limited. He is appointed as Nominee Director in Bangalore International Airport Limited and serves the role of Chairman in Anchorage Infrastructure Investments Holdings Limited. He is the Chief Executive Officer and Director of Fairfax India Holdings Corporation, Managing Director, India at Hamblin Watsa Investment Counsel (Hamblin Watsa), a wholly owned subsidiary of Fairfax Financial Holdings Limited (Fairfax). Prior to his roles with Fairfax and Hamblin Watsa, he was the Chief Investment Officer of ICICI Lombard. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee.

The Company has received necessary documents pertaining to his appointment as Director including confirmation that he meets the 'Fit and Proper' criteria prescribed by the Insurance Regulatory and Development Authority of India ("IRDAI"). Gopalakrishnan Soundarajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Considering the requisite qualifications, skills, experience and expertise of Gopalakrishnan Soundarajan, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Gopalakrishnan Soundarajan as a Non-Executive Director of the Company who shall be liable to retire by rotation.

Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, details of Gopalakrishnan Soundarajan are provided in the **Annexure I** of this Notice.

Except Gopalakrishnan Soundarajan, being appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the passing of the Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution.**

By Order of the Board of Directors
For Valueattics Reinsurance Limited

Rohit Chitnis
Company Secretary
Membership No: A65193
Address: 12th Floor (East Wing), Phoenix Fountainhead Tower 1,
Viman Nagar, Pune – 411014

Date: 11th August 2026
Place: Pune

Annexure I

Brief profile of the Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Sr. No.	Particulars	Details	Details
1.	Name of Director	Michael Anthony Wallace	Gopalakrishnan Soundarajan
2.	DIN	10214400	05242795
3.	Age	56 years	64 years
4.	Qualification	Bachelor of Science degree in Actuarial Science (Co-op) from University of Calgary Completed RSA's Executive Development Program	Member of the Institute of Chartered Accountants of India, Holds a bachelor's degree in commerce from the University of Madras. He is also a Chartered Financial Analyst and a member of the CFA Institute
5.	Experience	Currently, Mr. Wallace is working as a Vice President, Insurance Operations in Fairfax Financial, Toronto. He also is currently serving as Director on the Board of Ki Financial Limited, Onlia Holding Inc, Brit Limited, Go Digit Life Insurance Limited and Go Digit General Insurance Limited.	He is currently serving as Director on Board of Quess Corp Limited, Thomas Cook (India) Limited, Digitide Solutions Limited, Bluspring Enterprises Limited, Go Digit General Insurance Limited, Go Digit Life Insurance Limited, Go Digit Solutions Private Limited, IIFL Finance Limited, Primary Real Estate Investments, FIH Private Investments Limited, FIH Mauritius Investments Limited, 10955230 Canada INC and Fairfirst Insurance Limited. He is appointed as Nominee Director in Bangalore International Airport Limited and serves the role of Chairman in Anchorage Infrastructure Investments Holdings Limited. He is the Chief Executive Officer and Director of Fairfax India Holdings Corporation,

Sr. No.	Particulars	Details	Details
			Managing Director, India at Hamblin Watsa Investment Counsel (Hamblin Watsa), a wholly owned subsidiary of Fairfax Financial Holdings Limited (Fairfax). Prior to his roles with Fairfax and Hamblin Watsa, he was the Chief Investment Officer of ICICI Lombard. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee.
6.	Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Michael Wallace is proposed to be re-appointed as a Non-Executive Director on retirement by rotation, with effect from the date of the Ninth Annual General Meeting. He shall not draw any remuneration from the Company. Remuneration last drawn: Nil	Gopalakrishnan Soundarajan is proposed to be appointed as a Non-Executive Director liable to retire by rotation, with effect from the date of the Ninth Annual General Meeting. He shall not draw any remuneration from the Company. Remuneration last drawn: Nil
7.	Date of first appointment on the Board	9th March 2025	12th February 2026
8.	Shareholding in the Company	Nil	Nil
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None
10.	Number of Meetings of the Board attended during the year	FY 2025-26: Present in 5 Board Meetings (Total Meetings- 5) FY 2026-27: Present in 2 Board Meetings (Total Meetings- 2)	FY 2025-26: Present in Nil Board Meetings (Total Meetings- Nil) Since he was appointed on 12th February 2026 and no Board Meeting was held after the date of

Sr. No.	Particulars	Details	Details
			appointment during FY 2025-26, the number of Board Meetings attended is disclosed as Nil. FY 2026-27: Present in 0 Board Meetings (Total Meetings- 2)
11.	Other Directorships	Director in: 1. Brit Limited 2. Ki Financial Limited 3. Go Digit Life Insurance Limited 4. Go Digit General Insurance Limited	Director in: 1. Thomas Cook (India) Limited 2. Quess Corp Limited 3. IIFL Finance Limited 4. Anchorage Infrastructure Investments Holdings Limited 5. Bangalore International Airport Limited 6. Go Digit General Insurance Limited 7. Go Digit Life Insurance Limited 8. Digitide Solutions Limited 9. Bluspring Enterprises Limited 10. Go Digit Solutions Private Limited 11. Primary Real Estate Investment 12. FIH Private Investments Limited 13. FIH Mauritius Investments Limited 14. 10955230 Canada Inc. 15. Hamblin Watsa Investment Counsel Ltd 16. Fairfirst Insurance Limited

Sr. No.	Particulars	Details	Details
			17. Fairfax India Holdings Corporation
12.	Membership/ Chairmanship of Committees of other Boards	**<u>Go Digit Life Insurance</u>** • Investment Committee (Chairman) • Audit Committee – Member • Nomination and Remuneration Committee– Member • Corporate Social Responsibility Committee – Member • Risk Management Committee – Member • Policyholder Protection, Grievance Redressal and Claims Monitoring Committee – Member	**<u>Quess Corp Limited</u>** Audit Committee – Member **<u>Fairfirst Insurance Limited</u>** Investment Committee – Chairman **<u>Go Digit General Insurance Limited</u>** • Investment Committee – Chairman •Stakeholders' Relationship Committee - Member •Corporate Social Responsibility Committee- Member • Policyholder Protection, Grievance Redressal and Claims Monitoring Committee- Member • Risk Management Committee- Member • Audit Committee- Member • Share Allotment Committee - Member **<u>Digitide Solutions Limited</u>** Corporate Social Responsibility Committee - Chairman